

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

In re:)	Chapter 11
SOUTHERN FOODS GROUP, LLC, <i>et al.</i> , ¹)	Case No. 19-36313 (DRJ)
Debtors.)	(Jointly Administered)
)	

FIRST MONTHLY FEE STATEMENT

**OF AKIN GUMP STRAUSS HAUER & FELD LLP FOR COMPENSATION
FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES AS COUNSEL TO
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD FROM
DECEMBER 3, 2019 THROUGH DECEMBER 31, 2019**

In accordance with the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* [Docket No. 580], each Application Recipient receiving notice of this monthly fee statement shall have until 4:00 p.m. (CT), 14 days after service of this monthly fee statement to object to the fees and expenses requested herein. Upon the expiration of such 14-day period, the Debtors are authorized and directed to pay 80% of the fees and 100% of the expenses requested in this monthly fee statement that are not subject to an objection.

¹ The debtors and debtors in possession in these chapter 11 cases, along with the last four digits of their respective Employer Identification Numbers, are as follows: Southern Foods Group, LLC (1364); Dean Foods Company (9681); Alta-Dena Certified Dairy, LLC (1347); Berkeley Farms, LLC (8965); Cascade Equity Realty, LLC (3940); Country Fresh, LLC (6303); Dairy Information Systems Holdings, LLC (9144); Dairy Information Systems, LLC (0009); Dean Dairy Holdings, LLC (9188); Dean East II, LLC (9192); Dean East, LLC (8751); Dean Foods North Central, LLC (7858); Dean Foods of Wisconsin, LLC (2504); Dean Holding Company (8390); Dean Intellectual Property Services II, Inc. (3512); Dean International Holding Company (9785); Dean Management, LLC (7782); Dean Puerto Rico Holdings, LLC (6832); Dean Services, LLC (2168); Dean Transportation, Inc. (8896); Dean West II, LLC (9190); Dean West, LLC (8753); DFC Aviation Services, LLC (1600); DFC Energy Partners, LLC (3889); DFC Ventures, LLC (4213); DGI Ventures, Inc. (6766); DIPS Limited Partner II (7167); Franklin Holdings, Inc. (8114); Fresh Dairy Delivery, LLC (2314); Friendly's Ice Cream Holdings Corp. (7609); Friendly's Manufacturing and Retail, LLC (9828); Garelick Farms, LLC (3221); Mayfield Dairy Farms, LLC (3008); Midwest Ice Cream Company, LLC (0130); Model Dairy, LLC (7981); Reiter Dairy, LLC (3675); Sampson Ventures, LLC (7714); Shenandoah's Pride, LLC (2858); Steve's Ice Cream, LLC (6807); Suiza Dairy Group, LLC (2039); Tuscan/Lehigh Dairies, Inc. (6774); Uncle Matt's Organic, Inc. (0079); and Verifine Dairy Products of Sheboygan, LLC (7200). The debtors' mailing address is 2711 North Haskell Avenue, Suite 3400, Dallas, TX 75204.

Name of Professional:	Akin Gump Strauss Hauer & Feld LLP
Authorized to Provide Professional Services to:	Official Committee of Unsecured Creditors
Date Order of Employment Signed:	February 19, 2020, effective <i>nunc pro tunc</i> to December 3, 2019 [Docket No. 958]
Time Period Covered:	December 3, 2019 – December 31, 2019
Total Fees Sought:	\$1,253,086.50
Amount of retainer received in case:	N/A
Total professional fees covered by this statement:	\$1,187,112.50
Total professional hours covered by this statement:	1,342.70
Average hourly rate for professionals:	\$884.12
Total paraprofessional fees covered by this statement:	\$65,974.00
Total paraprofessional hours covered by this statement:	186.00
Average hourly rate for paraprofessionals:	\$354.70
Reimbursable expenses sought in this statement:	\$13,590.86
Out-of-pocket expenses of Committee members sought in this statement:	\$12,366.14
Payment requested:	
80% Fees	\$1,002,469.20
100% Expenses	\$25,957.00
Total:	\$1,028,426.20

Pursuant to sections 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule 2016-1 of the Bankruptcy Local Rules of the United States Bankruptcy Court for the Southern District of Texas (the “Bankruptcy Local Rules”), the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* [Docket No. 580] (the “Interim Compensation Order”), and the *Order Authorizing the Official Committee of Unsecured Creditors of Southern Foods Group, LLC, et al., to Retain and Employ Akin Gump Strauss Hauer & Feld LLP, as Counsel, Effective Nunc Pro Tunc to December 3, 2019* [Docket No. 958], the law firm of Akin Gump Strauss Hauer & Feld LLP (“Akin Gump”), as counsel to the Official Committee of

Unsecured Creditors (the “Committee”) appointed in these chapter 11 cases, hereby submits this *First Monthly Fee Statement of Akin Gump Strauss Hauer & Feld LLP for Compensation for Services Rendered and Reimbursement of Expenses as Counsel to the Official Committee of Unsecured Creditors for the Period from December 3, 2019 to December 31, 2019* (the “First Monthly Fee Statement”). By the First Monthly Fee Statement and pursuant to the Interim Compensation Order, Akin Gump seeks interim payment of (i) \$1,002,469.20 (80% of \$1,253,086.50) as compensation for professional services rendered to the Committee and (ii) \$25,957.00 for reimbursement of actual and necessary expenses,² for a total of \$1,028,426.20 for the period December 3, 2019 through and including December 31, 2019 (the “Fee Period”). Pursuant to the Interim Compensation Order, the Application Recipients have until 4:00 p.m. (CT) on the fourteenth day following service of this First Monthly Fee Statement to object to the requested fees and expenses.

Itemization of Services Rendered and Expenses Incurred

1. In support of this First Monthly Fee Statement, attached are the following exhibits:

- **Exhibit A** is a schedule of the number of hours expended and fees incurred (on an aggregate basis) by Akin Gump partners, counsel, associates, consultants and paraprofessionals during the Fee Period with respect to each of the subject matter categories Akin Gump established in accordance with its internal billing procedures. As reflected in Exhibit A, Akin Gump incurred \$1,253,086.50 in fees during the Fee Period. Pursuant to this First Monthly Fee Statement, Akin Gump seeks compensation in the amount of \$1,002,469.20 or 80% of such fees.
- **Exhibit B** is a schedule providing certain information regarding the Akin Gump attorneys and paraprofessionals for whose work on these chapter 11 cases compensation is sought in this First Monthly Fee Statement. Attorneys and paraprofessionals of Akin Gump expended a total of 1,528.70 hours in connection with these chapter 11 cases during the Fee Period.
- **Exhibit C** is a schedule setting forth the amount sought with respect to each category of expenses for which reimbursement is sought in this First Monthly

² This amount includes \$12,366.14 for out-of-pocket expenses incurred by Committee members in connection with their participation on the Committee. Expense reports for such expenses are included within Exhibit D.

Fee Statement. This First Monthly Fee Statement seeks reimbursement of expenses in the aggregate total amount of \$25,957.00, inclusive of out-of-pocket expenses incurred by Committee members in connection with their participation on the Committee.

- **Exhibit D** consists of Akin Gump's detailed records of fees and expenses incurred during the Fee Period in rendering professional services to the Committee.

Representations

2. Although Akin Gump has used its reasonable best efforts to include all fees and expenses incurred in the Fee Period, some fees and expenses might not be included in this First Monthly Fee Statement due to delays caused by accounting and processing during the Fee Period. Akin Gump reserves the right to seek payment of such fees and expenses not included herein. Subsequent monthly fee statements will be submitted in accordance with the Bankruptcy Code, the Bankruptcy Rules, the Bankruptcy Local Rules and the Interim Compensation Order.

[Remainder of page intentionally left blank.]

Dated: February 28, 2020

Respectfully Submitted,

AKIN GUMP STRAUSS HAUER & FELD LLP

/s/ Marty L. Brimmage, Jr. _____

Marty L. Brimmage, Jr.
State Bar No. 00793386; S.D. Tex. No. 30464
1700 Pacific Avenue, Suite 4100
Dallas, TX 75201
Telephone: (214) 969-2800
Facsimile: (214) 969-4343
Email: mbrimmage@akingump.com

-and-

Ira S. Dizengoff (admitted *pro hac vice*)
Philip C. Dublin (admitted *pro hac vice*)
Meredith Lahaie (admitted *pro hac vice*)
One Bryant Park
New York, NY 10036
Telephone: (212) 872-1000
Facsimile: (212) 872-1002
Email: idizengoff@akingump.com
pdublin@akingump.com
mlahaie@akingump.com

*Counsel to the Official Committee of Unsecured Creditors
of Southern Foods Group, LLC, et al.*

Application Recipients

- a. the Debtors, Attn: Kristy Waterman (kristy_waterman@deanfoods.com), Senior Vice President and General Counsel;
- b. counsel to the Debtors, Davis Polk & Wardwell LLP, 450 Lexington Avenue, New York, New York 10017, Attn: Brian M. Resnick (brian.resnick@davispolk.com), Steven Z. Szanzer (steven.szanzer@davispolk.com), Nate Sokol (Nathaniel.sokol@davispolk.com), and Daniel E. Meyer (daniel.meyer@davispolk.com);
- c. local counsel to the Debtors, Norton Rose Fulbright US LLP, 1301 McKinney Street, Houston, Texas 77010, Attn: William R. Greendyke (william.greendyke@nortonrosefulbright.com), Jason L. Boland (jason.boland@nortonrosefulbright.com), Bob Bruner (bob.bruner@nortonrosefulbright.com), and Julie Harrison (julie.harrison@nortonrosefulbright.com);
- d. the Office of the U.S. Trustee for the Southern District of Texas, 515 Rusk Street, Suite 3516, Houston, Texas, 77002, Attn: Stephen D. Statham and Hector Duran Jr.; and
- e. White & Case LLP, Attn: Philip Abelson (philip.abelson@whitecase.com), as counsel to Coöperatieve Rabobank U.A., New York Branch, the administrative agent under Debtors' prepetition receivables purchase agreement, administrative agent under the Debtors' prepetition secured revolving credit facility, and administrative agent under the Debtors' postpetition financing facility.

EXHIBIT A**Summary of Hours Expended and Fees Incurred by Project Category**

Matter Number	Matter Description	Total Hours Billed	Total Fees Requested
2	General Case Administration	167.90	\$143,533.00
3	Akin Gump Fee Application/Monthly Billing Reports	3.40	\$2,815.00
4	Analysis of Other Professionals Fee Applications/Reports	0.90	\$684.00
6	Retention of Professionals	264.00	\$150,641.50
7	Creditor Committee Matters/Meetings (including 341 Meetings)	156.40	\$145,889.50
8	Hearings and Court Matters/Court Preparation	19.40	\$19,782.00
10	DIP, Cash Collateral Usage, Adequate Protection and Exit Financing	282.20	\$270,004.00
12	General Claims Analysis/Claims Objections	18.40	\$11,546.00
15	Analysis of Secured Claims/Adequate Protection Issues	46.80	\$26,672.00
16	Automatic Stay Issues	7.30	\$4,321.00
17	General Adversary Proceedings/Litigation Matters	1.90	\$2,037.00
18	Tax Issues	44.30	\$45,547.50
19	Labor Issues/Employee Benefits	231.00	\$200,434.50
20	Legislative/Regulatory Policy Matters	48.60	\$39,822.00
23	Asset Dispositions/363 Sales	40.20	\$36,549.00
24	Real Estate Issues	80.30	\$48,269.00
25	Travel Time ¹	33.50	\$37,456.00
27	Environmental	17.90	\$14,860.50
28	General Corporate Matters	39.00	\$29,310.00
29	Intercompany Claims/Intercompany Transactions/Cash Management	8.90	\$7,590.00
30	Customer, Supplier and Vendor Issues (including Critical Vendors)	3.10	\$2,135.00
31	Business Operations	13.30	\$13,188.00
Totals		1,528.70	\$1,253,086.50

1. Akin Gump has discounted this time by 50% in accordance with the U.S. Trustee Guidelines and the Bankruptcy Local Rules.

EXHIBIT B**Summary of Timekeepers Included in Fee Period**

TIMEKEEPER	DEPT.	BAR ADMISSION	RATE	HOURS	AMOUNT
PARTNERS					
DUBLIN, PHILIP C.	FRS	1999	1475.00	65.90	\$97,202.50
LAHAIE, MEREDITH A.	FRS	2007	1250.00	150.20	\$187,750.00
BRIMMAGE, MARTY JR.	LIT	1995	1425.00	25.80	\$36,765.00
BRAUNER, SARA S.	FRS	2011	1125.00	20.40	\$22,950.00
JACOBSON, HOWARD B.	TAX	1979	1120.00	12.50	\$14,000.00
ADLER, AIMEE M.	ECEB	2001	1040.00	21.50	\$22,360.00
LEYDEN, LAUREN	LABOR	2006	1200.00	45.50	\$54,600.00
TERHUNE, HENRY A	PLP	1989	985.00	15.80	\$15,563.00
D'ARCY, SEAN G.	PLP	1992	1000.00	8.40	\$8,400.00
TUCKER, JAMES R.	PLP	1997	1020.00	12.80	\$13,056.00
BAIN, JOHN A.	COR	2007	985.00	25.60	\$25,216.00
WOOD, IAIN	COR	2006	1250.00	10.20	\$12,750.00
LAWRENCE, LACY M.	LIT	2006	1020.00	7.10	\$7,242.00
COUNSEL					
NEWDECK, JOANNA	FRS	2006	1100.00	78.65	\$86,515.00
CINER, JONATHAN A.	TAX	1999	1040.00	25.10	\$26,104.00
CHATALIAN, JON M.	LABOR	2008	975.00	22.50	\$21,937.50
MCGRADY, ERICA D.	COR	1997	905.00	28.50	\$25,792.50
TIZRAVESH, ROXANNE	LIT	2009	905.00	6.80	\$6,154.00
OELZ, ANDREW	ENV	2001	905.00	7.60	\$6,878.00
DAVIDOV, SHARON	TAX	2013	975.00	6.50	\$6,337.50
BUSCHING, DESIREE E.	LABOR	2012	980.00	19.00	\$18,620.00
KIM, RYAN	COR	2012	940.00	15.00	\$14,100.00
AGAHZADEH, ALEX	COR	2014	775.00	11.60	\$8,990.00
PARK, DANIEL S.	LIT	2011	690.00	12.20	\$8,418.00
ASSOCIATES					
THOMPSON, JULIE A.	FRS	2015	760.00	151.65	\$115,254.00
CHEN, PATRICK C.	FRS	2018	660.00	146.80	\$96,888.00
GARDINER, MADISON R.	FRS	2020	560.00	117.70	\$65,912.00
FAROVITCH, AARON S.	ECEB	2017	690.00	30.30	\$20,907.00
KLAUSNER, RACHEL	LABOR	2016	770.00	43.30	\$33,341.00
FORBES, IMANI N.	LABOR	2019	540.00	45.10	\$24,354.00

PELAK, WILLIAM C.	COR	2016	770.00	20.90	\$16,093.00
GRAVES, STUART J.	COR	2006	\$340.00	45.00	\$15,300.00
STEED, ALISON L.	COR	2018	540.00	15.70	\$8,478.00
ALEXANDER, SAM R.	COR	2018	540.00	43.30	\$23,382.00
PEEK, ERIN	LIT	2019	510.00	7.00	\$3,570.00
LYMAN, JOHN B.	ENV	2014	775.00	13.30	\$10,307.50
CONSULTANTS					
GILLIAND, JOHN	IT	N/A	\$750.00	7.50	\$5,625.00
PARAPROFESSIONALS					
KEMP, BRENDA	FRS	N/A	\$355.00	55.30	\$19,631.50
KRASA-BERSTELL, DAGMARA	FRS	N/A	\$395.00	96.20	\$37,999.00
LEVY, SOPHIA	FRS	N/A	\$235.00	12.10	\$2,843.50
REICHERT, MOLLY	FRS	N/A	\$250.00	12.40	\$3,100.00
ROBINSON, RACHEL C.	PLP	N/A	\$240.00	10.00	\$2,400.00
TOTALS			1,528.70	\$1,253,086.50	

Key: FRS = Financial Restructuring; COR = Corporate; LIT = Litigation; COM = Communications;
 IP = Intellectual Property; ECEB = Executive Compensation/Employee Benefits;
 PLP = Public Law & Policy; ENV = Environmental; IT = International Trade

EXHIBIT C**Summary of Expenses for the Fee Period**

Expense Category	Amount (\$)
Computerized Legal Research - Lexis - in contract 30% discount	716.63
Computerized Legal Research - Westlaw - in contract 30% discount	1,117.07
Courier Service/Messenger Service - Off Site	38.70
Color Copy	864.00
Meals - Overtime	70.95
Meals - Business	192.44
Meals (100%)	545.85
Travel - Airfare	5,316.05
Travel – Ground Transportation/Mileage	646.88
Travel – Lodging	2,221.23
Travel - Parking	42.00
Travel – Telephone/Fax/Internet	67.90
Travel – Train Fare	817.00
Local Transportation - Overtime	838.96
Akin Gump Expenses	13,590.86
Committee Member Expenses	12,366.14
TOTAL	25,957.00

1. Air transportation expenses include only coach class fares.

EXHIBIT D

Detailed Description of Services and Expenses



DEAN FOODS OFFICIAL COMMITTEE OF UNSECURED CREDITORS
 2711 NORTH HASKELL AVE
 SUITE 3400
 DALLAS, TX 75204
 ATTN: GARY RAHLFS

Invoice Number 1874237
 Invoice Date 02/26/20
 Client Number 101810
 Matter Number 0001

Re: RESTRUCTURING

FOR PROFESSIONAL SERVICES RENDERED:

MATTER SUMMARY OF TIME BILLED BY TASK :

		<u>HOURS</u>	<u>VALUE</u>
0002	General Case Administration	167.90	\$143,533.00
0003	Akin Gump Fee Application/Monthly Billing Reports	3.40	\$2,815.00
0004	Analysis of Other Professionals Fee Applications/Reports	0.90	\$684.00
0006	Retention of Professionals	264.00	\$150,641.50
0007	Creditors Committee Meetings/Meetings (including 341 Meetings)	156.40	\$145,889.50
0008	Hearings and Court Matters/Court Preparation	19.40	\$19,782.00
0010	DIP, Cash Collateral Usage, Adequate Protection and Exit Financing	282.20	\$270,004.00
0012	General Claims Analysis/Claims Objections	18.40	\$11,546.00
0015	Analysis of Secured Claims/Adequate Protection Issues	46.80	\$26,672.00
0016	Automatic Stay Issues	7.30	\$4,321.00
0017	General Adversary Proceedings/Litigation Matters	1.90	\$2,037.00
0018	Tax Issues	44.30	\$45,547.50
0019	Labor Issues/Employee Benefits	231.00	\$200,434.50
0020	Legislative/Regulatory Policy Matters	48.60	\$39,822.00
0023	Asset Dispositions/363 Sales	40.20	\$36,549.00
0024	Real Estate Issues	80.30	\$48,269.00
0025	Travel Time	33.50	\$37,456.00
0027	Environmental	17.90	\$14,860.50
0028	General Corporate Matters	39.00	\$29,310.00
0029	Intercompany Claims/Intercompany Transactions/Cash Management	8.90	\$7,590.00
0030	Customer, Supplier and Vendor Issues	3.10	\$2,135.00

DEAN FOODS OFFICIAL COMMITTEE OF UNSECURED CREDITORS
Invoice Number: 1874237

Page 2
February 26, 2020

0031	(including Critical Vendors)		
	Business Operations	13.30	\$13,188.00
	TOTAL	1528.70	\$1,253,086.50

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>		<u>Hours</u>
12/04/19	PCD	0002	Confer with M. Lahaie re task items and committee organization issues (.5); call with Davis Polk re getting up to speed (.4); call with PW re same (.4).	1.30
12/04/19	JFN	0002	Participate in kick off call (.6); internal follow up conference re same (.2); review recent docket entries (.2); internal emails following kick off call (.1, .1); review background material (.8); review and comments on draft pro hacis and NOA (.5) and communications re same (.2); various communications re in person meeting with Company (.2); review and comment on task list and critical dates list and attention to issues re same (2.0).	4.90
12/04/19	MAL	0002	Begin review of 12/20 matters (1.1); prepare for and participate in team meeting (.6); meet with P. Dublin re case organization (.5); prepare for (.5) and participate on (.4) initial call with Davis Polk; initial call with Paul Weiss (.4); review NOA and pro hacis (.3).	3.80
12/04/19	PCC	0002	Revise task list (.3); correspond with M. Gardiner re same (.2, .1, .1); prepare for team kickoff call (.2); participate in same (.6).	1.50
12/04/19	JAT	0002	Summarize 12/20 pleadings (3.1); pull precedent re same (1.2); participate in team call (.6); follow up with J. Newdeck re same (.1); prepare pro hacis and NOA and emails with M. Reichert re same (2.1); call with M. Reichert re same (.4); revise task list (.7).	8.20
12/04/19	MRG	0002	Case kick-off call with M. Lahaie, J. Newdeck, J. Thompson, and P. Chen (.7); draft task list (4.1); incorporate edits to same (2.0); draft case calendar (2.5); incorporate edits to same (1.3).	10.60
12/04/19	MRR	0002	Prepare pro hac vice motions (.8); confer with J. Thompson re same (.4); conduct docket update (.2); update notice parties spreadsheet (.2).	1.60
12/05/19	PCD	0002	Call with M. Lahaie re organizational issues for committee and related matters.	0.60
12/05/19	JFN	0002	Review revised calendar and task list (.2, .1); internal emails re same (.1); participate in follow up kick off call (1.0); internal follow up re same (.1); revise motion summaries/recommendations (1.1).	2.60
12/05/19	MAL	0002	Prepare for and participate in team meeting (1.0); review task list (.3); review revised NOA and pro hacis (.3); call with P. Dublin re status and next steps (.6); related follow-up (.4).	2.60
12/05/19	PCC	0002	Review and revise task list and calendar (1.1); prepare for (.2) and attend (.8) team task list call.	2.10
12/05/19	JAT	0002	Pull pleading precedent (.5); summarize pleadings and emails with Akin team re same (4); call with H. Jacobson re same (.1); review task list and calendar (.5); team call (.8); prepare NOA and pro hacis (.9); revise task list (.3); call with M. Gardiner re same (.2).	3.70
12/05/19	MRG	0002	Follow up call with M. Lahaie, J. Newdeck, J. Thompson, and P. Chen to review task list and case calendar (.8); call with J. Thompson to divvy review of final orders (.2); update task list and case calendar (.9); pull final orders related to first day requested relief and relevant precedent (1.4); run redlines on those and circulate (.2).	3.50
12/05/19	MRR	0002	Prepare and file notice of appearance and motions to appear pro hac (2.1); update notice parties spreadsheet (.2); pull Sears motion precedent (.8).	3.10
12/06/19	JFN	0002	Communications re task list (.1); review docket re recently filed pleadings (.2) and emails with team re same (.1, .1); communications with team re first day summaries/recommendations and review of certain motions with respect to same (.3, .1, .3, .1); follow up re Dec 9 meeting	4.80

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		with Company (.1); emails with team re order mark ups (.2); review and comment on chart re final relief entered and proposals re same (2.9); communications re Akin review of various pleadings filed (.3).	
12/06/19	MAL	0002 Review and comment on calendar and task list.	0.70
12/06/19	PCC	0002 Revise task list (.2); email J. Thompson and M. Gardiner re same (.2); email M. Gardiner re working group list issues (.2).	0.60
12/06/19	JAT	0002 Revise WIP list (.3); draft chart of first day relief (.5); review orders (6.9); emails with M. Gardiner re same (.1, .1).	7.90
12/06/19	MRG	0002 Update task list (2.7); draft recommendations for final orders (1.0).	3.70
12/06/19	MRR	0002 Monitor docket (.5); update notice parties spreadsheet (.3).	0.80
12/07/19	JFN	0002 Review updated task list re outstanding tasks (.2); internal follow up re status of various tasks (.1, .1); review and comment summary of various first day motions and recommendations with respect thereto (2.1); internal emails with respect thereto (.3); communications with respect to review/recommendations related to final orders entered in cases (.3); review updated chart with respect to same (.3).	3.40
12/07/19	MAL	0002 Internal emails re pending motions and review of same.	1.00
12/07/19	PCC	0002 Revise task list (.2); review issue re same (.4); email M. Gardiner re same (.1).	0.70
12/07/19	JAT	0002 Review 12/20 motions and orders (3.3); emails with Akin, BRG and MB re same (.6).	3.90
12/07/19	MRG	0002 Update task list.	0.50
12/08/19	JFN	0002 Internal team emails re summary of first day pleadings and recommendations (.1, .1); emails with FA and team re review of first day pleadings/recommendations (.1, .1); call with BRG re same (.4); review background information for same (.3).	1.10
12/08/19	MAL	0002 Review and comment on first day order mark ups (1.0); emails re same (.5).	1.50
12/08/19	JAT	0002 Summarize motions and emails with Akin, BRG and MB re same (5.4); call with BRG re motions (.4).	5.80
12/08/19	MRG	0002 Call with BRG, J. Newdeck, J. Thompson, and P. Chen to discuss final first day relief.	0.40
12/09/19	PCD	0002 Meeting with debtors' professionals re case issues and follow-up with committee professionals re same (1.8); call with M. Lahaie re pending committee organizational issues (.2); emails re same (.2).	2.20
12/09/19	EDM	0002 Attend company/advisor meeting (1.7); attend Akin meeting re same (.5).	2.20
12/09/19	JFN	0002 Review various background documents (.5); prepare for (.6) and participate in Company meeting and follow up Committee professionals meeting re same (1.7); participate in team update call (.5); follow up on related tasks (.5)	3.80
12/09/19	MAL	0002 Prepare for (.7) and participate on call with company and committee advisors and related follow up (1.8); FR team meeting re case status (.5); review and comment on first day relief and proposed modifications (2.8).	6.00
12/09/19	IW	0002 Prepare for (.4) and participate by teleconference (1.7) in kick-off meeting with Company counsel and advisors.	2.10
12/09/19	PCC	0002 Attend FR team call re task list.	0.50
12/09/19	JAT	0002 Markup orders and emails re same (5.9); call with BRG re same (.2) call with Paul Weiss re same (.2); call with M. Kapinos re same (.2); call with Davis Polk re same (.2); prepare for (.3) and participate in meeting at Davis Polk re case issues (1.7); participate in Akin team call re same (.6).	9.30
12/09/19	MRG	0002 Update task list and case calendar (1.5); call with M. Lahaie, J. Newdeck, J. Thompson, and P. Chen re status of tasks (.5).	2.00
12/09/19	MRR	0002 Conduct docket update (.6); update notice parties spreadsheet (.2).	0.80
12/10/19	PCD	0002 Call with M. Lahaie re general updates including conversations with	1.50

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		Debtors' counsel, PW and Committee professionals (.5); call with creditors re case status (.2); review and comment on summaries for items up for hearing on 12/20 (.8).	
12/10/19	JFN	0002 Call with DP re case issues.	0.60
12/10/19	MAL	0002 Update call with P. Dublin (.5); update call with PW (.5); review and comment on pending motions (2.7).	3.70
12/10/19	PCC	0002 Revise task list.	0.90
12/10/19	JAT	0002 Update WIP list (.4); call with M. Lahaie re case status and tasks (.2); review and comment on motions (2.1); call with M. Kapinos re same (.1); call with Paul Weiss re same (.6); call with BRG re same (.4).	3.80
12/10/19	MRG	0002 Draft working group lists (3.6); update task list and case calendar (.4).	4.00
12/10/19	MRR	0002 Circulate docket update (.6); update spreadsheet for same (.4).	1.00
12/11/19	JFN	0002 Review and comment on task list (.3, .2); participate in team update call (.7) and follow up re same (.3); call with DP re comments to final first day orders (.5, .4); follow up communications with DP (.1, .1) and UCC professionals (.1, .2) re same; review chart re entered orders and follow up with BRG and internally re same (.6).	3.50
12/11/19	MAL	0002 Participate in Akin team meeting.	0.70
12/11/19	PCC	0002 Attend task list call (.7); coordinate data room logistics with DPW (.2); email M. Lahaie and J. Newdeck re creditor communications (.2); confer with J. Thompson re task list (.3).	1.40
12/11/19	JAT	0002 Revise summary chart for first day motions (1.5); call with Davis Polk re same (.6, .3, .2); follow up call with J. Newdeck re same (.1); conduct follow up diligence (.7); call with BRG re same (.4); review WIP list (.3); participate in Akin team call (.7); follow up call with P. Chen (.4).	5.20
12/11/19	MRG	0002 Update task list (1); create key dates calendar for Committee members (1.5); call to discuss status of tasks with M. Lahaie, J. Newdeck, J. Thompson, and P. Chen (.7).	3.20
12/11/19	MRR	0002 Conduct docket update.	0.30
12/12/19	PCD	0002 Call with DOJ re case status (.1); call with M. Lahaie re same (.4).	0.50
12/12/19	JFN	0002 Review task list and outstanding issues related to case administration (.6); email with Debtors re status of final first day orders and comments with respect to same (.2); review response from Debtors' re various first day orders (.2); internal follow up re same (.3).	1.30
12/12/19	MAL	0002 Review and comment on pending motions (1.4); call with P. Dublin re case status (.4).	1.80
12/12/19	JAT	0002 Revise WIP list (.3); review DP comments to orders (.7).	1.00
12/12/19	MRG	0002 Update task list and case calendar (.6); update working group list (.1); update key dates calendar (.4).	1.10
12/13/19	JFN	0002 Review outstanding task list items and communications re same (.2); review recent docket entries (.2); follow up with Debtors re agreement related to final orders entered on first day (.2); communication with debtors re first day chart (.1).	0.70
12/13/19	PCC	0002 Comment on task list.	0.20
12/13/19	JAT	0002 Revise chart of order comments and emails re same (1.1).	1.10
12/13/19	MRR	0002 Conduct docket update.	0.20
12/14/19	JAT	0002 Review and reply to internal and external communications re negotiations with DP on proposed orders.	0.70
12/15/19	PCC	0002 Coordinate data room activity with DPW.	0.20
12/15/19	JAT	0002 Review and reply to internal and external emails re negotiations with DP on proposed orders.	0.80
12/16/19	JFN	0002 Follow up with Debtors re agreement re final first day orders (.2); review chart re same (.1, .1); internal communications re same (.1); review various comments re same (.4).	0.90
12/16/19	PCC	0002 Comment on task list.	0.20
12/16/19	JAT	0002 Revise task list.	0.30
12/16/19	MRG	0002 Migrate case files to netdocs (.4); update working group list (.5); update	1.50

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>		<u>Hours</u>
			task list (.6).	
12/17/19	JFN	0002	Revise final first day chart and outstanding issues re same (.7); call with Debtors re same (.5); follow up with tax re same and review comments relates to tax motions/orders (.5); emails re final first day orders (.1); follow up with Debtors re same (.1).	1.90
12/17/19	JAT	0002	Revise request chart re first day orders (.5); call with Paul Weiss re status of orders (.5); follow up emails re same (.2); update WIP list (.3).	1.50
12/17/19	MRG	0002	Update task list and case calendar.	0.30
12/17/19	MRR	0002	Prepare docket update.	0.30
12/18/19	PCD	0002	Review comments to first day order.	0.70
12/18/19	JFN	0002	Review chart re final first day orders and revisions to same (.5); internal communications and with debtors re same (.2); review proposed final order re certain first day interim orders and communications re same (.3).	1.00
12/18/19	JAT	0002	Revise chart of first day asks.	0.40
12/18/19	MRR	0002	Conduct docket update.	0.20
12/19/19	PCC	0002	Coordinate with J. Thompson re case administration.	0.20
12/19/19	JAT	0002	Update WIP and calendar.	0.30
12/19/19	MRR	0002	Prepare docket update.	0.20
12/20/19	MRR	0002	Monitor docket.	0.20
12/22/19	JAT	0002	Review entered orders for negotiated language.	0.60
12/23/19	JFN	0002	Review emails re status of final first day orders and follow up re same.	0.20
12/23/19	PCC	0002	Coordinate case administration with J. Thompson.	0.20
12/23/19	JAT	0002	Revise WIP list.	0.20
12/23/19	MRG	0002	Update task list and case calendar (.2); circulate docket updates (.1).	0.30
12/26/19	MRG	0002	Update key date calendar (.1); circulate calendar invites for DIP milestones (.1).	0.20
12/27/19	JAT	0002	Revise chart re first day relief.	0.50
12/30/19	JFN	0002	Review status of outstanding tasks (.1); internal communications re same (.1).	0.20
12/30/19	MAL	0002	Emails with Akin team re status.	0.20
12/04/19	MAL	0003	Review task codes and billing memo.	0.30
12/05/19	MAL	0003	Attention to task codes and billing logistics.	0.60
12/05/19	JAT	0003	Prepare billing memo.	0.40
12/09/19	PCC	0003	Emails with S. Brauner re Akin fee statement issues.	0.20
12/11/19	PCC	0003	Review and address Akin fee statement issues (.9); email M. Gardiner re same (.2); email J. Thompson re same (.1).	1.20
12/17/19	PCC	0003	Review and respond to fee statement issues.	0.30
12/19/19	PCC	0003	Review and coordinate with accounting re fee statement issues.	0.40
12/13/19	JAT	0004	Review interim comp order precedent (.6); call with M. Gardiner re same (.3).	0.90
12/03/19	PCD	0006	Emails re IB/FA selection process.	0.20
12/03/19	DK	0006	Review debtors' conflict lists (.5); draft and update conflicts review master sheet (1.4); draft notice of appearance list (1.7); draft 2019 parties list (.8); draft Schedule 1 (1.5).	5.90
12/03/19	PCC	0006	Prepare for investment banker and financial advisor pitches.	1.80
12/04/19	PCD	0006	Confer with M. Lahaie re FA/IB presentations (.2); emails re same (.1); call with prospective advisors (.7).	1.00
12/04/19	MAL	0006	Attention to FA/IB pitches and begin to prepare for same (2.1); confer with P. Dublin re same (.2).	2.30
12/04/19	DK	0006	Review debtors' conflict lists (.7); update conflicts review master sheet (1.0); prepare conflicts list for submission to conflicts (.6); effect the above (.2); update status tracking chart (.2); update notice of appearance list (.5); update Schedule 1 (1.0).	4.20
12/04/19	PCC	0006	Set up and coordinate for FA/IB pitches.	4.50
12/05/19	PCD	0006	Review FA/IB presentation materials (1.6); call with prospective professionals (1.2).	2.80

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>		<u>Hours</u>
12/05/19	BRK	0006	Review conflict reports re customers, directors, and litigation (8.0); update master summary chart (.5).	8.50
12/05/19	MAL	0006	Prepare for FA/IB pitches including calls/emails re same.	1.90
12/05/19	DK	0006	Update conflicts tracking status chart (.5); distribute conflicts review master to review team (.2); review Debtors conflicts report (1.2); analyze data (.6); research additional company info (.6); review Committee conflicts report (1); analyze data (.5); research additional company info (.5); update conflicts review summary (.7).	5.80
12/05/19	PCC	0006	Prepare materials and set up for FA/IB pitches, including calls and emails re same.	2.10
12/05/19	MRG	0006	Prepare for investment bank and financial advisor pitches.	0.30
12/05/19	SDL	0006	Review conflict categories.	1.50
12/06/19	PCD	0006	Review FA/IB pitch materials.	1.70
12/06/19	BRK	0006	Review significant creditors conflict reports (4.0); update master summary chart (.3).	4.30
12/06/19	DK	0006	Update conflicts tracking status chart (.5); review Banks/Lenders, etc. conflicts report (1.5); analyze data (1); research additional company info (.8); update conflicts review summary (.6).	4.40
12/06/19	PCC	0006	Confer with MB and BRG re retention (.4); follow up to same (.5).	0.90
12/08/19	BRK	0006	Review vendor conflict reports.	8.00
12/09/19	BRK	0006	Review and analyze vendor conflict reports.	4.20
12/09/19	DK	0006	Update conflicts tracking status chart (.3); review Equity Holders conflicts report (1.0); analyze data (.5); update conflicts review summary (.3); update notice of appearance list (.4); review Bondholders conflicts report (2.5); analyze data (1.0); research additional company info (.6); update conflicts review summary (.4).	7.00
12/09/19	PCC	0006	Research issue re Debtor retention applications.	0.30
12/10/19	PCD	0006	Review and comment on summaries of professional retention applications (.5); emails re same (.1); review comps for Evercore retention (.2).	0.80
12/10/19	BRK	0006	Review and analyze data re vendors conflicts reports for retention disclosures.	7.30
12/10/19	JFN	0006	Communications re MB engagement letter (.1, .1); review and comment on same (1.0).	1.20
12/10/19	MAL	0006	Review analyses re EVR fee structure.	0.50
12/10/19	DK	0006	Confer with J. Thompson re current conflicts list and status of review (.2); update conflicts tracking status chart (.5); review Bondholders conflicts report (4); analyze data (1.6); research additional company info (1); update conflicts review summary (.7).	8.00
12/10/19	SDL	0006	Review conflict categories.	1.00
12/11/19	PCD	0006	Review comps re Evercore (.2); call with M. Lahaie re Evercore retention issues (.2).	0.40
12/11/19	BRK	0006	Review vendors conflicts reports (5.9); analyze data (.3).	6.20
12/11/19	MAL	0006	Call with P. Dublin re EVR (.2); review EVR comp precedents and emails re same (.5); call with EVR re same (.2).	0.90
12/11/19	DK	0006	Email J. Thompson re current conflicts list (.2); update schedule 1 (.5); prepare conflicts list for committee professionals (.3); confer with attorney re status (.1); update conflicts tracking status chart (.2); review Bondholders conflicts report (2.5); analyze data (1); research additional company info (.6); update conflicts review summary (.4).	5.80
12/12/19	BRK	0006	Review vendors conflicts reports (4.2); analyze data (.4); update conflicts review summary (.4).	5.00
12/12/19	MAL	0006	Review analysis of EVR fee structure and emails re same.	0.70
12/12/19	DK	0006	Update conflicts tracking status chart (.5); review Insurance conflicts report (3.5); analyze data (1.6); research additional company info (1); confer with conflicts department re additional information (.3); review additional insurance reports (.8); update conflicts review summary (.6);	9.00

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>	
12/12/19	JAT	0006	update master summary (.5); update status tracking chart (.2). Review draft retention objection.	0.50
12/12/19	MRG	0006	Draft retention objection.	4.60
12/12/19	SDL	0006	Review conflict categories.	1.20
12/13/19	PCD	0006	Calls re Evercore retention.	0.20
12/13/19	JFN	0006	Review interim comp comments and internal follow up re same (.2, .1); review case precedent re same (.3).	0.60
12/13/19	MAL	0006	Review EVR comps and emails re same.	0.80
12/13/19	MRG	0006	Research issue for edits to interim compensation order.	2.50
12/14/19	MAL	0006	Call with MB re EVR fee structure (.3); emails re same (.2).	0.50
12/14/19	JAT	0006	Revise draft EVR retention objection (2.1); pull interim comp precedent (1.2).	3.30
12/14/19	MRG	0006	Research issue for interim compensation motion.	2.00
12/15/19	PCD	0006	Emails re analyses re debtor IB retention terms (.1); review analyses (.1).	0.20
12/15/19	BRK	0006	Review vendor conflict reports.	4.00
12/15/19	MAL	0006	Emails re analysis of EVR fee structure.	0.50
12/16/19	PCD	0006	Call with M. Lahaie re EVR.	0.30
12/16/19	BRK	0006	Review and analyze conflict data reports re vendors.	6.00
12/16/19	MAL	0006	Emails re EVR fee structure and review documents re same (.7); call with P. Dublin re same (.3).	1.00
12/16/19	DK	0006	Update conflicts tracking status chart (.3); review Known Affiliates conflicts report (1.6); analyze data (.6); research additional company info (.5); update conflicts review summary (.6).	3.60
12/16/19	MRG	0006	Draft Akin Gump retention application.	0.30
12/16/19	SDL	0006	Review conflict categories.	3.20
12/17/19	DK	0006	Update notice of appearance list (1); cross check the list re Schedule 1 (.7); prepare list of not reviewed parties (.4); submit the above to conflicts (.2); update conflicts summary chart (.8); update 2019 parties list (.7); cross check the list re Schedule 1 (.4); prepare list of not reviewed parties (.4); submit the above to conflicts (.2); update conflicts summary chart (1); review and update Other Significant Creditors summary (1); research additional company info (.6); review additional conflicts reports (.4); update conflicts summary and status tracking chart (.5).	8.70
12/17/19	JAT	0006	Revise interim compensation language and emails re same (.9); review draft retention objection (.6).	1.50
12/17/19	MRG	0006	Draft Akin Gump retention application.	4.10
12/18/19	HBJ	0006	Review PwC retention motion (.6); compare to other similar retentions (.4); discuss with S. Davidov (.2).	1.20
12/18/19	BRK	0006	Update tracking chart re vendors.	0.20
12/18/19	DK	0006	Update conflicts tracking status chart (.3); review notice of appearance parties (1.7); analyze data (.8); research additional company info (.6); update conflicts review summary (.5); review 2019 parties conflicts reports (2.5); analyze data (1.3); research additional company info (.7); update conflicts review summary (.7); update Schedule 1 (1.2).	10.30
12/18/19	SD	0006	Discuss PWC retention with H. Jacobson.	0.20
12/18/19	JAT	0006	Review emails re PWC retention (.4); review Akin retention application and email M. Gardiner re same (.4).	0.80
12/18/19	SDL	0006	Review conflict categories.	3.50
12/19/19	PCD	0006	Emails with M. Lahaie re Evercore retention issues (.2); emails re interim compensation order (.2).	0.40
12/19/19	BRK	0006	Review and analyze conflict reports re vendors (1.0); update Master Summary Chart (.2).	1.20
12/19/19	DK	0006	Review and update conflicts review master summary (1.3); update Schedule 1 (.6); draft Schedule 2 (4); draft Schedules 3 & 4 (2.5); update status tracking chart (.5).	9.40

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>		<u>Hours</u>
12/19/19	JAT	0006	Emails with Davis Polk and Akin re interim compensation order.	0.50
12/19/19	SDL	0006	Review schedules for retention application.	1.50
12/20/19	PCD	0006	Emails re EVR retention terms (.1); review analyses re same (.1).	0.20
12/20/19	DK	0006	Review drafted Schedules 1, 2, 3, and 4 (1.5); proofread the above (3.5); draft status email for team with complete set of Schedules and master conflicts review summary (.5).	5.50
12/20/19	JAT	0006	Review Evercore fee analysis and emails re same.	0.40
12/21/19	MAL	0006	Emails with J. Thompson re status of retention applications.	0.40
12/22/19	PCD	0006	Call with Evercore re retention terms (.2); emails re same (.1).	0.30
12/22/19	JFN	0006	Emails re status of retention applications and comments to same.	0.30
12/22/19	MAL	0006	Call with EVR re fee construct (.5); emails re same (.3); follow up call with EVR re same (.3).	1.10
12/22/19	MRG	0006	Draft Akin Gump retention application.	3.00
12/23/19	HBJ	0006	Prepare for and internal discussions re PWC retention (.3); call with Davis Polk, PwC and Akin teams re same (.2).	0.50
12/23/19	PCD	0006	Emails re EVR (.2); confer with M. Lahaie re same (.1); confer with M. Lahaie re Akin retention application (.1).	0.40
12/23/19	JFN	0006	Various communications re review of PWC retention and follow up re same.	0.30
12/23/19	MAL	0006	Negotiations over EVR fee structure (.6); draft email to Committee re same (.3); confer with P. Dublin re same (.1); confer with P. Dublin re Akin retention (.1); call with J. Thompson re same (.1).	1.20
12/23/19	JAC	0006	Prepare for (.8) call with Davis Polk re PwC retention (.2).	1.00
12/23/19	SD	0006	Call with Akin and Davis Polk re PwC Retention motion.	0.20
12/23/19	JAT	0006	Review emails re PWC retention (.4); call with Davis Polk re same (.1); call with Akin and Davis Polk re same (.2); call with H. Jacobson re same (.1); revise Akin retention application (6.1); call with M. Lahaie re same (.1); call with B. Kemp re same (.2); review emails re Evercore retention (.4).	7.60
12/23/19	MRG	0006	Revise schedules to Akin Gump retention application.	2.30
12/24/19	PCD	0006	Begin review of Akin retention application (.4); emails re same (.2).	0.60
12/24/19	MAL	0006	Review and comment on draft retention papers and review further revisions to same (2.0); emails re same (.4).	2.40
12/24/19	JAT	0006	Review emails re Evercore retention application (.3); revise Akin retention application (5.2); emails with Akin team re same (.5); pull declaration precedent (.3).	6.30
12/24/19	MRG	0006	Revise schedules to Akin Gump retention application.	3.50
12/26/19	PCD	0006	Review and comment on Akin retention application (2.7); emails re same (.2).	2.90
12/26/19	MAL	0006	Emails re Akin retention application (.3); review comments to same (.3); review pending matters and emails re same (.3).	0.90
12/26/19	DK	0006	Confer with M. Gardiner re schedules to Akin's retention application (.2); review conflicts review master summary and schedules (.3); review and organize the list of Committee Members' professionals (.3); submit the above to conflicts department (.2).	1.00
12/26/19	PCC	0006	Email J. Thompson re Miller Buckfire retention application.	0.10
12/26/19	JAT	0006	Revise Akin retention application and emails re same (2.1); draft declaration for BRG and MB (2.3).	4.40
12/26/19	MRG	0006	Revise schedules to Akin Gump retention application (1.8); confer with D. Krasa-Berstell re same (.2).	2.00
12/27/19	MAL	0006	Review revised retention papers (.2); emails re same (.2).	0.40
12/27/19	DK	0006	Confer with M. Gardiner re revisions to schedules to Akin's retention application (.2); review additional parties conflicts reports (.8); update master conflicts review summary (.7) revise schedules (1.5); prepare redlines for attorneys (.4); draft status email re revised schedules for team (.3).	3.90
12/27/19	JAT	0006	Revise Akin retention application and emails with Akin team and	1.70

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>		<u>Hours</u>
			committee re same (1.1); revise declaration in support of advisors and emails re same (.6).	
12/27/19	MRG	0006	Revise schedules to Akin Gump retention application (2.2); confer with D. Krasa-Berstell re same (.2).	2.40
12/28/19	JAT	0006	Revise BRG retention application.	2.10
12/30/19	JAT	0006	Revise Akin retention application (1.0); emails re same (.2).	1.20
12/31/19	JFN	0006	Review Akin comments to Miller Buckfire engagement letter/retention app and various communications re same.	0.40
12/31/19	MAL	0006	Review and comment on MB engagement letter.	0.50
12/31/19	PCC	0006	Email J. Thompson re Miller Buckfire retention application.	0.20
12/31/19	JAT	0006	Revise advisor declaration (.5); revise Miller Buckfire engagement letter (.9); revise MB retention application (1.8).	3.20
12/03/19	PCD	0007	Attend meeting with committee post-selection of counsel (.5), confer with M. Lahaie re immediate organizational matters (.4).	0.90
12/03/19	MAL	0007	Attend initial committee meeting (.5); review, organize, and coordinate internally re committee issues (1.7); review bylaw issues (1.7) and next steps; confer with P. Dublin re Committee issues (.4).	4.30
12/03/19	IW	0007	Participate in committee meeting (.5); review next steps and coordinate same with internal team (.5).	1.00
12/03/19	PCC	0007	Coordinate Committee representation and organization logistics (1.3); draft bylaws (2.9).	4.20
12/04/19	PCD	0007	Review and comment on bylaws (.7); emails re same (.1).	0.80
12/04/19	MAL	0007	Review and comment on by-laws.	2.70
12/04/19	PCC	0007	Draft bylaws (2.4); prepare Committee organizational steps and tasks, including review of contacts and representatives (1.4).	3.80
12/05/19	PCD	0007	Emails with DPW re upcoming meetings and agenda for same (.1); calls and emails with M. Lahaie re same (.1).	0.20
12/05/19	JFN	0007	Various communications re upcoming meeting between Company and Committee (.1); review and comment on draft Committee agenda (.1, .1).	0.30
12/05/19	MAL	0007	Emails with the committee re by-laws (.3); review and comment on draft committee agenda (.4).	0.70
12/05/19	JAT	0007	Draft committee fee form (.4); draft committee agenda (.8).	1.20
12/06/19	PCD	0007	Attend UCC meeting for FA/IB pitches and update and follow-up with advisors.	3.80
12/06/19	JFN	0007	Various emails re claims agent/information protocol (.1, .1); participate in FA/IB pitches (3.3).	3.50
12/06/19	MAL	0007	Prepare for and participate on committee meeting, financial advisor pitches, investment banker pitches (3.3); related follow-up (.8); coordinate in-person meeting (.7).	4.80
12/06/19	PCC	0007	Prepare for Committee meeting re FA and investment banker pitches (3.9); participate in same (3.3); email M. Lahaie re Committee organizational issue (.3); email DPW re bylaws (.1); revise same (.1).	7.70
12/06/19	JAT	0007	Participate in pitches telephonically (partial).	3.00
12/06/19	MRG	0007	Prepare for Committee call and advisor pitches (3.6); attend IB/FA pitches (3.0).	6.60
12/09/19	MAL	0007	Prepare agenda for committee call.	0.60
12/09/19	PCC	0007	Review and revise Committee bylaws.	0.40
12/10/19	JFN	0007	Review emails re 341 meeting (.2); review comments to agenda (.3); follow up re same (.2, .2); review comments re equity committee and communications re same (.3, .1); review equity committee requests and internal communications re same (.2); review precedent re same (.2, .1); internal communications re WGL (.1, .1); review and comment on 2019 statement (.2); internal communications re equity request (.2); email Debtor re same (.1) and review related response (.1); review issues for equity letter response (.2).	2.80
12/10/19	MAL	0007	Prepare for 12/12 committee call.	1.00

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>		<u>Hours</u>
12/10/19	PCC	0007	Emails with DPW re UCC bylaws (.8); prepare for Committee call (.3).	1.10
12/10/19	JAT	0007	Prepare and revise agenda (.2, .3); emails re same (.4); revise 2019 (.2); participate in 341 Meeting (.5); revise WGL (.3); draft reply to request for equity committee (.5).	2.40
12/10/19	MRG	0007	Draft 2019 statement.	1.50
12/11/19	HAT	0007	Attend call with creditors committee.	1.30
12/11/19	JRT	0007	Call with committee (1.2); prep call re same (.5).	1.70
12/11/19	PCD	0007	Pre-call for committee call (.5); committee call (1.2).	1.70
12/11/19	EDM	0007	Attend Committee advisors pre-call (.5); committee call (1.2).	1.70
12/11/19	JFN	0007	Participate in professionals pre call (.5); participate in Committee call (1.2); review precedent re equity committees (.5); review and comment on response to UST re equity committee and review materials related to same (1.5); communications re same (.2).	3.90
12/11/19	MAL	0007	Prepare for committee call (1.3); professionals precall (.5); committee call (1.2); review equity committee requests and emails re same (.4).	3.40
12/11/19	IW	0007	Prepare for and participate in pre-call amongst professionals (.5); prepare for and participate in committee update call (1.0).	1.50
12/11/19	PCC	0007	Prepare for Committee call (1.8); attend same (1.2); attend precall re same (.5).	3.50
12/11/19	JAT	0007	Draft and revise letter re equity committee (3.4); participate in committee pre call (.5); participate in committee call (1.2); review draft timeline for committee (.2).	5.30
12/11/19	MRG	0007	Prepare for Committee meeting (1); pre-call as to same with P. Dublin, M. Lahaie, J. Newdeck, J. Thompson, P. Chen, I. Wood, E. McGrady, J. Tucker (.5); Committee call (1.2).	2.70
12/11/19	JRG	0007	Creditors Committee telephone conference call.	1.20
12/12/19	JFN	0007	Review various emails related status of committee critical vendor inquiries (.1); review revised timeline for Committee (.1); call with noteholder re case status (.4); review information related to committee membership request (.1); communications re equity committee response (.1, .1).	0.90
12/12/19	JAT	0007	Revise letter re equity committee and emails re same (2.9); call with BRG re same (.2); summarize committee member request (.3); revise timeline for committee member (.2).	3.60
12/12/19	MRR	0007	Cite check letter re equity committee.	1.50
12/13/19	JFN	0007	Review comments to equity committee letter draft and internal emails re same.	0.40
12/13/19	MAL	0007	Confer with committee members re request for additional appointment (.6); review and comment on equity letter (1.0); review 2019 statement (.3).	1.90
12/13/19	JAT	0007	Review emails re potential committee members (.3); revise equity committee letter (1.2).	1.50
12/13/19	MRG	0007	Edit 2019 statement form (.2); update task list and case calendar (.3).	0.50
12/16/19	JFN	0007	Review and comment on committee information website and internal emails re same.	0.40
12/16/19	PCC	0007	Revise Committee bylaws (.5); email M. Lahaie re same (.1).	0.60
12/16/19	JAT	0007	Prep for meeting with company and Committee (3.2); call with M. Lahaie re same (.1); review website markup (.4); call with members re potential new member (.4).	4.10
12/17/19	EDM	0007	Review and revise confidentiality provisions in bylaws.	0.90
12/17/19	JFN	0007	Communications re bylaws and review status of same (1.0); call with P. Chen re same (.3); attention to finalizing bylaws (.4); consider revisions to bylaws and update re same (.3); review debtors comments to bylaws and work through issues related to same (1.1); internal communications re same (.1); follow up with corporate re same (.2) and revise bylaws re same (.2); email debtors and committee re same (.1, .1, .1); various commenting re same (.5).	4.40

DEAN FOODS OFFICIAL COMMITTEE OF UNSECURED CREDITORS
Invoice Number: 1874237

Page 12
February 26, 2020

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>		<u>Hours</u>
12/17/19	MAL	0007	Call with unsecured creditor re case issues.	0.40
12/17/19	PCC	0007	Email J. Newdeck re Committee bylaws (.3); prepare list of open issues re same (.3); confer with J. Newdeck re same (.3); email N. Sokol re same (.2); email Committee members re same (.5); revise bylaws (1.4).	3.00
12/17/19	JAT	0007	Prep for Dallas meetings (2.6); update 2019 statement (.3); proof website and emails with Akin and Epiq re same (.6).	3.50
12/18/19	EDM	0007	Review and revise confidentiality provisions in bylaws.	0.50
12/18/19	JFN	0007	Internal communications re Debtors' comments to confi bylaw provisions (.1, .1); revisions to same (.2); revise full bylaws (.2); emails with Debtors re confi provision (.1); follow up with Committee member re comments (.1); internal emails re agenda (.1); follow up with debtors re confi provision (.1); call with committee member re bylaws (.2) and follow up communications/revisions re same (.3); consider various issues related to Dec 19 meeting (.2); consider Debtors' comments to bylaws and various communications/revisions re same (1.0).	2.70
12/18/19	MAL	0007	Prepare for Committee meeting.	0.50
12/18/19	PCC	0007	Revise bylaws to incorporate discussions with Debtors and Committee members (2.0); email M. Laharie re same (.2).	2.20
12/18/19	JAT	0007	Draft and revise Committee agenda (1.5); review discussion materials (.4); prep for Dallas meetings (2.1).	4.00
12/19/19	PCD	0007	Prepare for management meeting (.6); attend meeting with committee and company in Dallas (3.0); follow-up emails re same (.2).	3.80
12/19/19	EDM	0007	Attend Company presentation (3.0); review and revise confidentiality provisions in bylaws (1.0); call with Debtors, J. Newdeck and P. Chen re same (.3).	4.30
12/19/19	JFN	0007	Participate in committee presentation and follow up re same (3.0); review status of bylaw comments (.2); call with Debtors, E. McGrady and P. Chen re same (.3); follow up conversation with corporate re same (.3); revise bylaws and various follow up re same (.7); emails with Debtors and internally re same (.2); emails re committee call (.1); participate in committee pre call (.5).	5.30
12/19/19	MAL	0007	Prepare for management meeting (.8); attend management meeting (3.0); related follow up with committee members (2.0).	5.80
12/19/19	IW	0007	Review bylaws.	0.30
12/19/19	PCC	0007	Attend Committee meeting telephonically (partial) (.5); participate in call with J. Newdeck, E. McGrady, and DPW re bylaws (.3); email J. Newdeck re same (.2).	1.00
12/19/19	JAT	0007	Prep for meeting with Committee and Company (.5); participate in same (3.0); revise 2019 statement (1.5).	5.00
12/20/19	JFN	0007	Various emails re bylaws (.2); consider revisions to same (.2); follow up re same (.2).	0.60
12/22/19	EDM	0007	Review and revise confidentiality provisions in bylaws.	0.60
12/23/19	JFN	0007	Revise bylaws and email Debtors re same.	0.20
12/23/19	MAL	0007	Call with unsecured creditors re Committee matters.	0.70
12/23/19	JAT	0007	Review emails re 2019 statement.	0.30
12/24/19	JAT	0007	Draft summaries of recently-filed motions for committee.	0.60
12/26/19	JAT	0007	Summarize recent pleadings for committee.	0.70
12/26/19	MRG	0007	Research precedent for UCC 2019 Statement.	2.00
12/27/19	JFN	0007	Review Debtors' comments to bylaws and follow up with Committee member re same.	0.30
12/30/19	JFN	0007	Communications with Committee member re bylaws (.1); review comments re same (.1).	0.20
12/05/19	BRK	0008	Request November 13, 2019 transcript from court reporter (.1); receipt of same and circulate to attorney (.3).	0.40
12/18/19	MLB	0008	Develop strategy for meeting with management and second day hearings (.5); review hearing witness and exhibit list (.3).	0.80
12/18/19	JAT	0008	Prep for hearing (.2); call with M. Gardiner re same (.1); review	0.90

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
12/18/19	MRG	0008 proposed orders (.5); call with Paul Weiss re same (.1). Compile filings into book to print for second day hearing (1.2); call with J. Thompson re hearing (.1).	1.30
12/19/19	MAL	0008 Prepare script and strategy for second day hearing.	1.80
12/19/19	MLB	0008 Prepare for second day hearings.	1.00
12/19/19	PCC	0008 Prepare materials for second day hearing.	0.20
12/19/19	JAT	0008 Prepare materials and script for second day hearing.	0.80
12/19/19	MRG	0008 Compile filings into book to print for second day hearing.	1.30
12/20/19	PCD	0008 Emails re hearing (.1); call with M. Lahaie re same (.1).	0.20
12/20/19	MAL	0008 Prepare for (1.0) and attend second day hearing (1.5); related follow up (2.0); call with P. Dublin re same (.1).	4.50
12/20/19	MLB	0008 Finalize preparations for and attend second day hearings (1.7); assist with issues on behalf of the Committee re same (.5).	2.20
12/20/19	PCC	0008 Attend second day hearing telephonically.	1.50
12/20/19	JAT	0008 Prep for hearing (.5); participate in same (1.5); draft hearing summary for committee (.5).	2.50
12/03/19	TK	0010 Review and revise DIP credit agreement summary (1.6); review collateral information (.5); internal email correspondence re same (.2).	2.30
12/04/19	MAL	0010 Meet with finance team re DIP and securitization facility.	0.40
12/04/19	TK	0010 Review DIP credit agreement re DIP issues list; email correspondence (.3) and internal discussion (.4) re same.	0.70
12/04/19	PCC	0010 Attend internal DIP meeting.	0.40
12/05/19	MAL	0010 Call with Akin team re DIP issues (.8); continue review of documents re same (.3).	1.10
12/05/19	SLB	0010 Prepare for (.5) and participate on (.8) call with members of FR team re open DIP issues; review Interim DIP Order (1.5); follow-up communications with members of FR and Finance teams re same (.7).	3.50
12/05/19	PCC	0010 Call with S. Brauner, M. Lahaie and M. Gardiner re proposed DIP order (.8); review precedent and research issues re same (1.3); prepare mark up to same (6.2).	8.30
12/05/19	MRG	0010 Call with M. Lahaie, S. Brauner, and P. Chen re markup of DIP order.	0.80
12/06/19	MAL	0010 Continue review of DIP and discuss same with Akin team.	2.00
12/06/19	SLB	0010 Comment on Interim DIP Order mark-up (3.7); internal communications with members of FR team re same (.9).	4.60
12/06/19	TK	0010 Review DIP credit agreement (.3); review and revise DIP issues list (.7); email correspondence and internal discussion re same (.2).	1.20
12/06/19	PCC	0010 Correspond with S. Brauner re DIP issues list (.2); draft same (.9).	1.10
12/07/19	SLB	0010 Correspondence with members of FR team re DIP issues and mark-up of proposed form of order.	0.50
12/07/19	PCC	0010 Draft revised issues list (1.8); draft comments to proposed DIP order (2.0); email S. Brauner re same (.2).	4.00
12/08/19	PCD	0010 Emails re DIP timing and related issues.	0.10
12/08/19	MAL	0010 Review and comment on interim DIP order.	2.00
12/08/19	SLB	0010 Internal correspondence with members of FR team re DIP Order mark-up and related issues.	0.80
12/08/19	PCC	0010 Revise comments to proposed DIP order (1.8); revise issues list (1.1).	2.90
12/09/19	PCD	0010 Review initial comments to DIP order (.7); emails with S. Brauner re same (.2).	0.90
12/09/19	JFN	0010 Emails with Debtors re cash management order (.1); comment on same (.2); email advisors re same (.1).	0.50
12/09/19	MAL	0010 Review and comment on DIP order and review and revise issues list.	3.00
12/09/19	SLB	0010 Correspondence with members of FR team re open DIP issues and objection re same (.7); analyze issues re same (.9).	1.60
12/09/19	PCC	0010 Revise comments to proposed DIP order (1.7); revise issues list (.6); email S. Brauner re comments to proposed DIP order (.2); revise same (.2); revise and draft issues list (1.4).	4.10
12/10/19	PCD	0010 Review draft final DIP order (1.1); comment on same (1.2); emails re	2.90

DEAN FOODS OFFICIAL COMMITTEE OF UNSECURED CREDITORS
Invoice Number: 1874237

Page 14
February 26, 2020

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
12/10/19	MAL	0010 same (.2); call with M. Lahaie re same (.4). Review and comment on DIP documents (3.0); comment on issues list (.7); call with Committee advisors re same (.7); calls with P. Dublin re DIP (.4).	4.80
12/10/19	SLB	0010 Call with Akin team re DIP (.7); review DIP documents (.5).	1.20
12/10/19	TK	0010 Review collateral documents (1.8); review DIP credit agreement and revise issues list (1.0); email correspondence re same (.2).	3.00
12/10/19	PCC	0010 Email S. Brauner re DIP issues (.1, .1); email M. Lahaie re issues list (.1); email Miller Buckfire and BRG re issues on same (.3); email J. Newdeck re same (.1); email M. Lahaie re DIP order comments (.2); draft DIP objection (.8).	1.70
12/11/19	PCD	0010 Review and comment on DIP order (2.1); review and comment on DIP order issues list (.5); call with M. Lahaie re DIP (.2).	2.80
12/11/19	MAL	0010 Review and comment on DIP documents (3.5); call with P. Dublin re DIP (.2).	3.70
12/11/19	SLB	0010 Internal communications with members of FR team re DIP objection.	0.40
12/11/19	PCC	0010 Review draft issues list (1.2); draft DIP objection (9.6).	10.80
12/12/19	PCD	0010 Call with M. Lahaie re DIP issues and related matters (.6); review DIP order (.7).	1.30
12/12/19	MAL	0010 Call with DP re DIP issues list (.7); call with W&C re same (1.0); revisions to same (1.0); continue to review and comment on DIP documents (3.5); call with P. Dublin re same (.6).	6.80
12/12/19	SLB	0010 Revise DIP objection (3.5); internal communications with members of FR team re same (.5); participate on call with DIP lenders' counsel re open issues in connection with the same (1.0).	5.00
12/12/19	MLB	0010 Review DIP objection (.3); work on DIP discovery issues (2.4).	2.70
12/12/19	TK	0010 Review DIP Credit Agreement and DIP summary (.5); email correspondence with finance team and M. Lahaie re DIP issues (.2).	0.70
12/12/19	PCC	0010 Correspond with J. Newdeck re DIP order comments (.3); research issues re DIP order (2.4); email BRG re same (.1); email DPW re same (.1); confer with S. Brauner re DIP objection (.1); email M. Gardiner re same (.1); draft same (4.2); attend call with DPW re DIP (.7); attend call with W&C re same (1.0).	9.00
12/13/19	PCD	0010 Review and comment on DIP order (1.2); emails re same (.2); calls re same (.2).	1.60
12/13/19	JFN	0010 Internal communications re securitization order (.3); review motion and preliminary comments on order (1.7); internal follow up re same (.1).	2.10
12/13/19	MAL	0010 Negotiations re committee objections to DIP facility (2.0); review and comment on DIP objection (2.5); emails re securitization facility (.5); review and comment on DIP discovery (.3).	5.30
12/13/19	RT	0010 Confer with team re diligence for DIP (.1); work with team on draft discovery re DIP Motion (.6); review draft DIP order (.3); review background documents re Debtors (.3); correspondence with team re DIP discovery (.9).	2.20
12/13/19	SLB	0010 Internal communications with members of FR team re DIP objection and related issues.	0.50
12/13/19	MLB	0010 Comment on DIP objection issues (.5); revise DIP discovery documents (2.4); confer with L. Lawrence and M. Gardiner re same (.2).	3.10
12/13/19	LML	0010 Confer with M. Gardiner and M. Brimmage re potential DIP litigation (.2); work on follow up to same (.7); review and revise draft document requests (.3).	1.20
12/13/19	TK	0010 Review DIP credit agreement and prepetition collateral documents re guarantor analysis (1.8); correspondence with M. Lahaie and P. Dublin re same (.2).	2.00
12/13/19	PCC	0010 Draft DIP objection (6.2); research issues re same (4.2); review comments to DIP order (.8).	11.20
12/13/19	DP	0010 Revise draft information requests to the Debtors re DIP Motion (.8);	1.70

DEAN FOODS OFFICIAL COMMITTEE OF UNSECURED CREDITORS
Invoice Number: 1874237

Page 15
February 26, 2020

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>		<u>Hours</u>
12/13/19	MRG	0010	review draft DIP order (.5); review draft objection to DIP Motion (.4). Research for DIP objection (3.9); edit AG comments to DIP final order (4.7); call with M. Brimmage and L. Lawrence re discovery for DIP issues (.2).	8.80
12/14/19	PCD	0010	Review and comment on draft DIP objection (2.1); emails re same (.2); review research re same (.4); emails re DIP order comments (.1); review and comment on revised DIP order (.9).	3.70
12/14/19	JFN	0010	Various internal emails re securitization/DIP orders.	0.20
12/14/19	MAL	0010	Review and revise DIP objection and issues list (3.0); emails re same (.7).	3.70
12/14/19	RT	0010	Confer with team re draft discovery re DIP.	0.10
12/14/19	MLB	0010	Review research on DIP objection issues (.6); review and comment on DIP discovery issues (1.5).	2.10
12/14/19	LML	0010	Review and revise discovery requests in connection with DIP discovery.	0.30
12/14/19	PCC	0010	Research issues re DIP objection (3.9); email M. Lahaie re same (.1); email M. Gardiner re same (.1); draft revisions and incorporate comments to same (5.8, 1.6).	11.50
12/14/19	DP	0010	Revise deposition notice to Debtors re DIP Motion (.5); revise formal discovery requests to Debtors re DIP Motion (.1).	0.60
12/14/19	MRG	0010	Circulate edits to DIP order markup (.3); edit DIP objection (1); conduct research for DIP objection (3.9).	5.20
12/15/19	PCD	0010	Call with M. Lahaie re DIP negotiations.	0.30
12/15/19	MAL	0010	Review and comment on revised DIP objection (1.8); prepare for (.4) and participate on all hands call re DIP issues (1.0); follow up call with P. Dublin (.3).	3.50
12/15/19	RT	0010	Correspondence with team re draft discovery re DIP (.3); review and revise draft discovery re DIP (.7).	1.00
12/15/19	MLB	0010	Comment on DIP objection (.8); work on DIP discovery drafts (1.7); analyze potential resolution of DIP objection issues (.4).	2.90
12/15/19	LML	0010	Review and revise deposition notice in connection with DIP discovery.	0.30
12/15/19	PCC	0010	Call with Debtors and lenders re DIP order (1.0); incorporate comments and draft DIP objection (7.2).	8.20
12/15/19	MRG	0010	Conduct research for DIP objection.	2.50
12/16/19	PCD	0010	Calls with WC, DPW, and Committee advisors re DIP (2.1); review and comment on documents (2.6).	4.70
12/16/19	MAL	0010	Call with BRG and MB re DIP (.2); call with Debtors and lenders re same (.6); call with P. Dublin, L. Lawrence, and M. Brimmage re same (.4); review and revise documents for same (6.1).	7.30
12/16/19	DK	0010	Correspond with P. Chen re cite checking the DIP objection (.2); review the document (.5); confer with M. Reichert re logistics of cite checking the objection (.2); cite check the objection (2); prepare version of objection with cite checking revisions for attorney review (.3); organize precedent for attorneys in the precedent folder (.5).	3.70
12/16/19	RT	0010	Confer with team re draft DIP discovery.	0.10
12/16/19	SLB	0010	Review and comment on draft DIP objection (1.8); internal correspondence with members of FR team re same (.5).	2.30
12/16/19	MLB	0010	Revise discovery and deposition documents re the DIP motion (1.4); work on DIP deposition preparation issues (.8); confer with P. Dublin, M. Lahaie, and L. Lawrence re same (.4).	2.60
12/16/19	LML	0010	Confer with M. Brimmage, P. Dublin, and M. Lahaie re status and potential litigation in connection with DIP hearing (.4); revise discovery requests in connection with DIP Motion (.2); review and analyze draft Objection to DIP Motion (.4); review and analyze updates re status of potential litigation in connection with DIP Motion (.3).	1.30
12/16/19	TK	0010	Review prepetition collateral documents and DIP Credit Agreement re issues list (1.4); email correspondence re same (.2).	1.60
12/16/19	PCC	0010	Call with BRG and MB re DIP order (.2); revise DIP objection (5.6);	6.40

DEAN FOODS OFFICIAL COMMITTEE OF UNSECURED CREDITORS
Invoice Number: 1874237

Page 16
February 26, 2020

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
12/16/19	DP	0010 attend call with Debtors and lenders re same (.6). Revise deposition notice to Debtors re DIP Motion.	0.10
12/16/19	MRG	0010 Conduct research for DIP objection.	3.10
12/16/19	MRR	0010 Cite check DIP objection.	2.20
12/17/19	PCD	0010 Call with Debtors and lenders and Akin team (1.2) and M. Lahaie (.7) re DIP; emails re same (.4); review and comment on DIP order mark-ups (1.7).	4.00
12/17/19	MAL	0010 Settlement discussions re DIP issues including call with Debtors, lenders and Akin team (1.2) and P. Dublin (.7); emails re same (.2); review and comment on documents re same (6.2); revise DIP objection (.4).	12.30
12/17/19	MLB	0010 Analyze and comment on resolution of DIP objections and related issues (1.4); review DIP deposition preparation issue (1.0); prepare discovery re DIP motion (.7).	3.10
12/17/19	LML	0010 Review and revise Witness and Exhibit List in connection with upcoming hearing on DIP Motion (.2); resolve issues re document production and upcoming depositions in connection with DIP Motion (.9); review and revise deposition notice in connection with DIP Motion (.2).	1.30
12/17/19	PCC	0010 Revise DIP order (.4); incorporate further comments from P. Dublin and M. Lahaie to same (1.2); attend call with Debtors and lenders re same (1.2); emails to M. Lahaie re same (.5); confer with M. Gardiner re same (.2); review data room documents re same (.1); call with D. Keeton re same (.2).	3.90
12/17/19	DP	0010 Revise draft witness and exhibit list re hearing on DIP Motion (.1); coordinate with eDiscovery teams re Debtors' document production re DIP Motion (.4); analyze documents in said production (.8).	1.30
12/17/19	MRG	0010 Edit DIP order markup (3.3); confer with P. Chen re same (.2).	3.50
12/17/19	LEP	0010 Draft, edit, and revise witness and exhibit list for DIP motion hearing.	1.30
12/18/19	PCD	0010 Conference with I. Dizengoff re DIP (.2); external calls re same (.6); emails re same (.4); review and comment on documents (1.8); confer with M. Lahaie re DIP (.3).	3.30
12/18/19	MAL	0010 Settlement discussions re DIP issues (2.8); call with P. Dublin re same (.3); emails re same (.2).	3.30
12/18/19	MLB	0010 Prepare for DIP hearing (.8); work on DIP deposition preparation issues (1.0).	1.80
12/18/19	LML	0010 Prepare for upcoming depositions in connection with DIP Motion (1.4); review and revise Witness and Exhibit List in connection with DIP Motion (.3).	1.70
12/18/19	PCC	0010 Incorporate revisions/comments to DIP order and objection (1.2); continue revision of DIP objection (1.1); coordinate paralegal cite checking and filing efforts on same (.4); review precedent re DIP order (.1); email M. Gardiner re same (.1); review correspondence re same (.2); review proposed final securitization facility order (1.4).	4.50
12/18/19	DP	0010 Analyze documents produced by the Debtors re DIP Motion (1.8); analyze draft objection to DIP Motion (2.3); analyze DIP Motion (1.0); analyze related pleadings (.4); review proposed draft DIP order (.4); coordinate logistics for depositions re DIP Motion (.6); draft outline for depositions re DIP Motion (1.5); research issues re B. Yi and B. Fox re said depositions (.4); revise witness and exhibit list re hearing on DIP Motion (.1).	8.50
12/18/19	MRG	0010 Review edits to DIP order markup (.8); circulate redline as to same (.1); circulate DIP objection (.1).	1.00
12/19/19	PCD	0010 Emails re DIP (.2); confer with M. Lahaie re same (.2); review revisions to DIP order (.2).	0.60
12/19/19	JFN	0010 Review and comment on securitization order (.5, .2) and call with WC re same (.3).	1.00
12/19/19	MAL	0010 Call with P. Dublin re DIP issues (.2); review revisions to same (.2).	0.40

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>		<u>Hours</u>
12/19/19	PCC	0010	Email D. Keeton re DIP order (.1); email J. Newdeck re securitization order (.2).	0.30
12/23/19	JAT	0010	Review emails re LOC (.2); call with Davis Polk re same (.1).	0.30
12/05/19	JFN	0012	Review research related to certain claim analysis and emails re same.	0.40
12/07/19	MRG	0012	Research case law and draft memo re specific claims issues.	5.10
12/08/19	JFN	0012	Review and comment on memo related to claims issues (.6, .3) and internal emails re same (.1).	1.00
12/08/19	MRG	0012	Research claims issues and recent case law on same (3.0); draft memoranda and case summaries as to same (4.0).	7.00
12/09/19	JFN	0012	Review and comment on revised research memo re analysis of certain claim issues and summary of case related to same.	0.90
12/09/19	MRG	0012	Research and write memoranda re claims issues.	4.00
12/04/19	TK	0015	Review and revise collateral summary.	0.90
12/04/19	SRA	0015	Begin drafting collateral review (3.1); review prepetition documents and schedules to understand prepetition collateral (1.1).	4.20
12/06/19	SRA	0015	Conduct collateral review.	1.70
12/07/19	SRA	0015	Conduct collateral review (1.6); chart lien results (3.0); review datasite documents re same (.6).	5.20
12/08/19	SRA	0015	Conduct collateral review (3.2); chart lien results (6.9); review datasite documents re same (1.5).	11.60
12/09/19	SRA	0015	Conduct collateral review and chart lien results.	5.50
12/10/19	SRA	0015	Conduct collateral review.	6.30
12/11/19	SRA	0015	Conduct collateral review (3.2); chart lien results (2.5).	5.70
12/12/19	SRA	0015	Chart lien results (1.5); review datasite documents re collateral review (1.6).	3.10
12/19/19	TK	0015	Review prepetition collateral documents re lien analysis (4); email correspondence re same (.2).	0.60
12/20/19	TK	0015	Review prepetition collateral documents (1.5); email correspondence re lien review (.5).	2.00
12/19/19	JAT	0016	Summarize automatic stay motion.	0.90
12/26/19	LML	0016	Work on issues re Motion to Extend Automatic Stay.	0.30
12/27/19	LML	0016	Review and analyze update re Motion to Extend Stay.	0.20
12/27/19	LEP	0016	Research re extension of automatic stay to non-debtor actions (.8); email with L. Warrick re same (.1).	0.90
12/30/19	JFN	0016	Emails re filed lift/stay motions.	0.20
12/31/19	LEP	0016	Draft memo re extension of automatic stay to non-debtor actions (2.9); research re same (1.9).	4.80
12/12/19	LML	0017	Review and revise litigation hold notice.	0.30
12/15/19	RT	0017	Confer with corporate team re litigation diligence review.	0.10
12/17/19	RT	0017	Email with team re draft 30(b)(6) notice (.1); correspondence with team and E-Discovery re document review set up (.5); review comments on litigation hold notice (.1); confer with litigation team re draft litigation hold notice (.1).	0.80
12/17/19	LML	0017	Review and revise litigation hold notice.	0.20
12/19/19	MLB	0017	Revise litigation hold notice.	0.50
12/04/19	HBJ	0018	Review NOL trading motion and order, and declaration (.9); review background materials on case re tax issues (.5).	1.40
12/05/19	HBJ	0018	Email J. Thompson re NOL motion (.1); review relevant background materials (.6).	0.70
12/05/19	JAC	0018	Tax review of NOL motion and first day relief.	4.30
12/06/19	HBJ	0018	Review diligence list re tax issues (.5); correspd with J. Ciner re same (.4).	0.90
12/06/19	JAC	0018	Tax comments to the diligence list (3.5); correspondence with H. Jacobson re same (.5).	4.00
12/06/19	SD	0018	Review tax materials and put together issues list re same.	2.00
12/08/19	HBJ	0018	Review NOL Motion and Order (.9); emails with J. Ciner re comments to Agreement (.5); edit summary of first day motions to include tax-	2.40

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
12/08/19	JAC	0018 related provisions (.5); review background materials (.5). Comments to checklist chart to the Committee (1.5); calls and correspondence with H. Jacobson re same (.5).	2.00
12/08/19	PCC	0018 Draft summaries and analyses of NOL motion and motion to amend NOL order.	1.70
12/09/19	HBJ	0018 Review and analyze background tax materials and NOL Motion.	1.20
12/12/19	JAC	0018 Revise tax information slide deck and conduct research for same.	4.00
12/13/19	HBJ	0018 Revise NOL summary (1.1); discuss with J. Ciner (.3).	1.40
12/13/19	JAC	0018 Discuss NOL summary with H. Jacobson.	0.30
12/13/19	SD	0018 Emails re tax call (.3); review tax items in data room (1.2); review tax diligence tracker (.5).	2.00
12/14/19	HBJ	0018 Review and revise NOL Order presentation and emails re same.	0.80
12/17/19	HBJ	0018 Call with Davis Polk re First Day Tax Orders (.5); internal discussion re tax issues and orders (.6); review latest due diligence list (.2).	1.30
12/17/19	JAC	0018 Call with Davis Polk re first day tax order (.5); review tax-related orders (1.0).	1.50
12/17/19	SD	0018 Call with Davis Polk re NOL order (.5); emails to FR team re same (1.3); review latest due diligence list (.3).	2.10
12/17/19	JAT	0018 Review NOL summary (1.1); emails with Akin team re tax issues (.2).	1.30
12/18/19	JFN	0018 Communications with tax re NOL order (.1, .1); review emails re PWC review (.1).	0.30
12/18/19	JAC	0018 Review of NOL motion.	5.00
12/19/19	HBJ	0018 Review tax diligence and Debtors' tax materials.	0.70
12/19/19	JAC	0018 Comparison NOL motion to other NOL motion precedents.	3.00
12/04/19	MAL	0019 Emails re retention payments.	0.40
12/04/19	DEB	0019 Review and exchange correspondence with labor team and Akin team re labor diligence.	0.20
12/04/19	AMA	0019 Review retention payment materials (.5); review motion re employee benefits related programs and pay in connection with same (.4).	0.90
12/05/19	LHL	0019 Review retention payment data (.3); conference with A. Adler re same (.3); confer with D. Busching re diligence (.1).	0.70
12/05/19	DEB	0019 Review and exchange correspondence with Akin team and labor team re diligence (.2); conference with L. Leyden re same (.1); prepare and exchange correspondence with labor team re labor diligence requests and labor matters (.5); review R. Klausner comments to labor diligence requests (.3); revise and update same (.3).	1.40
12/05/19	RK	0019 Emails with D. Busching and I. Forbes re background and labor due diligence (.3); draft labor comments to due diligence request list (1); review company's Form 10-K (.5).	1.80
12/05/19	AMA	0019 Conference with L. Leyden re retention payments.	0.30
12/06/19	LHL	0019 Review employee motions (1.0); email with J. Thompson and J. Newdeck re same (.2); revise chart re wages motion (.3).	1.50
12/06/19	DEB	0019 Review and exchange correspondence with labor team re labor and pension diligence requests (.2); review J. Chatalian comments to diligence requests re pension matters (.1); review and revise labor and pension diligence requests (.2); exchange correspondence with Akin team re same (.1); review correspondence from Akin team re labor matters (.3); review labor documents re labor diligence (.8); review request chart re labor matters (.2); review L. Leyden and A. Adler comments to same (.1).	2.00
12/06/19	RK	0019 Review D. Busching comments to due diligence request list (.1); emails with L. Leyden, D. Busching, J. Chatalian, and I. Forbes re labor comments to due diligence request list (.2) review company's Form 10-K (2.1).	2.40
12/06/19	AMA	0019 Emails with Akin team re executive compensation and benefits related diligence (.8); review diligence request list and revise same (.5); review publicly available benefits and executive compensation related diligence	3.90

DEAN FOODS OFFICIAL COMMITTEE OF UNSECURED CREDITORS
Invoice Number: 1874237

Page 19
February 26, 2020

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		(.9); review wages motion and order (.5); emails with Akin team re recommendations with respect to wages motion issues (.7); review and revise recommendations chart re same (.5).	
12/06/19	ASF	0019 Review of Debtor's public filings with respect to compensation and employee benefits matters (2.3); review draft diligence request list re compensation and employee benefits matters (.8); revise draft diligence request list with respect to the same (1.4); review Debtor's wages motion (.9); review and summary of Debtor's first day relief filings related to recommendations re compensation and benefits matters (.6); comment on summary of Debtor's first day relief filings related to the same (.2).	6.20
12/06/19	JNC	0019 Review Preliminary Diligence Request List and provide comments re pension and employee benefits items to request from company.	1.50
12/07/19	DEB	0019 Review correspondence from A. Adler re notice requests re labor and benefits matters.	0.10
12/07/19	AMA	0019 Review benefits/executive compensation related diligence (.7); internal emails re wages motion and recommendations (.1).	0.80
12/09/19	DEB	0019 Review filings re labor matters (.5); review and exchange correspondence with labor team, Akin team, and advisors re labor and benefits diligence (.2); review diligence request list re labor matters (.1).	0.80
12/09/19	RK	0019 Review labor and pension comments to due diligence request list (.3); review filings re same (1.2); emails with D. Busching and I. Forbes re same (.1); review first day wages motion (.4).	2.00
12/09/19	AMA	0019 Emails with Akin team re retention payments and coordination of review with BRG (.1); continue reviewing executive compensation related diligence (.7); emails and conference with Akin team re same (.1).	0.90
12/09/19	ASF	0019 Review of employee benefits and compensation-related diligence.	1.30
12/09/19	JNC	0019 Review and respond to email from L. Leyden re pension issues.	0.20
12/10/19	DEB	0019 Review and exchange correspondence with advisors and Akin team re labor and benefits diligence (.1); review labor and benefits documents re same (.1).	0.20
12/10/19	AMA	0019 Review publicly available labor diligence (1.1); conference with Akin team re same (.5); emails with BRG and Akin team re executive compensation/benefits/labor diligence (.2).	1.80
12/10/19	ASF	0019 Conference call with BRG team and Akin team re Debtors' diligence on Debtors' retention and incentive payments (.5); review compensation and employee benefits diligence uploaded to the data room (2.0); revise due diligence tracker re the same (2.7).	5.20
12/10/19	JNC	0019 Prepare for call with L. Leyden and Debtors' counsel re pension issues (1.2); review pension diligence (1.1).	2.30
12/11/19	HAT	0019 Prepare for (.3) and call with internal team re labor and retirement issues (.5); follow up research re same (.7).	1.50
12/11/19	LHL	0019 Telephone conference with J. Chatalian re pension matters (.2); telephone conference with J. Chatalian and Debtors' counsel re same (.3); telephone conference with J. Tucker, S. D'Arcy and J. Chatalian re labor and pension matters (.5); telephone conference with BRG and Akin re labor and pension diligence (.5); review labor diligence (2.0); email with R. Klausner re same (.2); email with A. Adler re same (.2).	3.90
12/11/19	JFN	0019 Communications with labor group re incentives (.2); correspondence related to labor diligence (.2).	0.40
12/11/19	DEB	0019 Review and exchange correspondence with labor team and Akin team re labor diligence list (.5); conference with labor and benefits teams and advisors re labor diligence (.5); review retention documents (.2).	1.20
12/11/19	RK	0019 Review labor due diligence items in data rooms (5.2); emails with L. Leyden, D. Busching, and I. Philips re same (.7); emails with L. Leyden re retention payments (.3); review retention documents re same (1.7).	7.90
12/11/19	INF	0019 Review Company data room for Labor diligence requests (1.0); emails with R. Klausner re same (.5).	1.50

DEAN FOODS OFFICIAL COMMITTEE OF UNSECURED CREDITORS
Invoice Number: 1874237

Page 20
February 26, 2020

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>		<u>Hours</u>
12/11/19	AMA	0019	Conference call with BRG team and Akin team re executive compensation/benefits/labor diligence (.5); emails with Akin team re same (.6); review executive compensation/benefits related diligence (1.9); conference with A. Farovitch re same (.2).	3.20
12/11/19	ASF	0019	Review compensation and employee benefits related diligence in the virtual data room (2.4); update due diligence tracker re the same (1.8); draft separate diligence request list re Debtors' retention and incentive payments (3.0); conference with A. Adler re the same (.2).	7.40
12/11/19	JNC	0019	Telephone conference with L. Leyden re pension matters (.2); telephone conference with L. Leyden and Debtors' counsel re pension issues (.3); telephone conference with L. Leyden, J. Tucker, H. Terhune, J. Gilliland, and S. D'Arcy re labor matters (.4); telephone conference with BRG and Akin re labor and pension diligence (.5); perform research re same (2.1).	3.50
12/12/19	LHL	0019	Review and comment re diligence requests (.5); email with A. Adler re retention and incentive programs (.2); review labor and pension diligence (5.5); conferences with D. Busching re same (.5); telephone conference with J. Chatalian re same (.2); review and revise summary re pension plan (.5).	7.40
12/12/19	JFN	0019	Emails with labor group re employee payments.	0.30
12/12/19	MAL	0019	Review emails re retention payments.	0.40
12/12/19	DEB	0019	Review correspondence from Akin team and advisors re retention payments (.2); conference with L. Leyden re labor matters (.1); review R. Klausner and J. Chatalian comments to diligence documents re labor and pension matters (.5); revise same (1.0); review and exchange correspondence with labor team and Akin team re same and labor diligence (.4); conferences with L. Leyden re same and labor diligence (.5); review A. Farovitch comments to diligence documents re employee benefits matters (.1).	2.80
12/12/19	RK	0019	Review labor due diligence documents (2.6); draft and revise labor comments to due diligence tracker (4.4); emails with L. Leyden, D. Busching, I. Forbes, J. Chatalian, and A. Farovitch re same (1).	8.00
12/12/19	AMA	0019	Review and revise supplemental diligence requests related to executive compensation and benefits related matters (1.0); emails with Akin team re same (.8); review executive compensation and benefits related diligence (2.2); conference with A. Farovitch re same (.2).	4.20
12/12/19	ASF	0019	Revise diligence request list re Debtors' retention and incentive payments (1.5); conference with A. Adler re same (.2); correspondence with L. Leyden re the same (.3); revise comments and updated due diligence tracker with respect to compensation and employee benefits related diligence (2.1), correspondence with W. Pelak re same (.1).	4.20
12/12/19	JNC	0019	Review documents in data room re benefit plans (2.5); update diligence tracker re pension documents (1.3); and send email re same to L. Leyden, D. Busching, R. Klausner, and I. Forbes (.1).	3.90
12/13/19	LHL	0019	Email with M. Lahaie re labor matters (.3); review labor diligence summary (.5); review documents re same (5.0).	5.80
12/13/19	JFN	0019	Emails with labor group and FA re payments and diligence related to same.	0.30
12/13/19	DEB	0019	Review labor diligence analysis from R. Klausner, including documents re same (.5); review and exchange correspondence with labor team re labor diligence (.1); review correspondence from Akin team and advisors re labor and benefits diligence (.1).	0.70
12/13/19	RK	0019	Review labor due diligence items in data rooms (2.2); review first day wages motion (1); draft and revise labor due diligence summary (4.5); emails with L. Leyden, D. Busching, J. Chatalian, and I. Philips re same (.4).	8.10
12/13/19	INF	0019	Review CBAs (1.6); summarize key provisions in diligence chart (1.4).	3.00

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>		<u>Hours</u>
12/13/19	AMA	0019	Review additional executive compensation/benefits related diligence (.4); emails with Akin and BRG teams re same (.2).	0.60
12/13/19	JNC	0019	Review labor and pension diligence (2.4); create a chart outlining pension matters (4.2).	6.60
12/14/19	DEB	0019	Review correspondence from advisors re labor diligence.	0.10
12/14/19	AMA	0019	Emails with Akin and BRG teams re employee payments and executive compensation/benefits diligence (.3); review additional diligence re same (.2).	0.50
12/15/19	JNC	0019	Research and review relevant multiemployer plan annual notices and regulatory filings for same.	2.40
12/16/19	LHL	0019	Review labor diligence.	2.00
12/16/19	DEB	0019	Review analysis of multi and single employer pension plans (.5); review and exchange correspondence with labor team re same and labor diligence (.2).	0.70
12/16/19	RK	0019	Review collective bargaining agreements in data room (2.5); emails with I. Forbes re same (.7).	3.20
12/16/19	INF	0019	Review client CBAs (3.5); summarize key provisions in diligence chart (1.5); emails with R. Klausner re labor due diligence (.7).	5.70
12/16/19	JNC	0019	Review and revise pension chart (1.9); send email to L. Leyden, D. Busching, R. Klausner, and I. Forbes re pension chart (.1); review and respond to email from L. Leyden re same (.1).	2.10
12/17/19	LHL	0019	Email with S. D'Arcy, J. Tucker and J. Chatalian re legislative efforts (.2); review same (.5); review labor diligence (2.0).	2.70
12/17/19	DEB	0019	Correspond with Akin team and advisors re labor and benefits diligence (.1); review labor documents re same (1.0); review summary re labor diligence from R. Klausner (.1).	1.20
12/17/19	RK	0019	Review labor documents in data room (1.2); draft summary re same (3.3).	4.50
12/17/19	INF	0019	Review collective bargaining agreement (2.0); summarize key provisions in diligence chart (3.0).	5.00
12/17/19	AMA	0019	Review additional executive compensation/benefits related diligence (.5); emails with Akin and BRG teams re same (.3).	0.80
12/17/19	ASF	0019	Review Debtors' retention payment agreements (1.0); conference with K. Dunkelberger re the same (.3).	1.30
12/18/19	LHL	0019	Email with M. Lahaie and A. Adler re retention program (.3); review labor diligence (4.0).	4.30
12/18/19	DEB	0019	Review correspondence from advisors and Akin team re labor and benefits diligence.	0.10
12/18/19	RK	0019	Emails with I. Forbes re labor due diligence.	0.20
12/18/19	INF	0019	Review collective bargaining agreements (4.0); summarize key provisions in diligence chart (4.0); email with R. Klausner re labor due diligence (.2).	8.20
12/18/19	AMA	0019	Conference with A. Farovitch re retention payments (.6); review summary of same (.3).	0.90
12/18/19	ASF	0019	Review chart of retention and incentive agreements (.6); draft email update and summary with respect to the same (.8); confer with A. Adler re the same (.6).	2.00
12/19/19	LHL	0019	Review employee data (4.0); telephone conference with A. Adler re same (.5).	4.50
12/19/19	DEB	0019	Review UCC tracker and documents re labor diligence (.4); review and exchange correspondence with labor team and Akin team re labor and benefits diligence (.2).	0.60
12/19/19	RK	0019	Emails with L. Leyden, A. Adler, A. Farovitch, D. Busching, and I. Forbes re retention payments (.2); review BRG responses to retention due diligence requests (.1); summarize collective bargaining agreements (.8); emails with I. Forbes re same (.1).	1.20
12/19/19	INF	0019	Review collective bargaining agreements (4.0); summarize key	9.00

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>		<u>Hours</u>
12/19/19	AMA	0019	provisions in diligence chart (5.0). Calls with BRG (.3) and L. Leyden (.5) re retention payments; review executive compensation diligence in connection with same (.7).	1.50
12/19/19	ASF	0019	Review A&M responses to diligence requests re Debtors' retention payments (.4); conference call with BRG re same (.3).	0.70
12/20/19	LHL	0019	Review labor diligence (4.5); telephone conference with D. Busching re same (.2).	4.70
12/20/19	DEB	0019	Confer with L. Leyden re labor diligence (.2); review labor diligence summary from I. Forbes (.1); review labor documents re same (.6).	0.90
12/20/19	RK	0019	Emails with L. Leyden and I. Forbes re labor due diligence (.1); conference call with I. Forbes re same (.2).	0.30
12/20/19	INF	0019	Review collective bargaining agreements (2.0); summarize key provisions in diligence chart (1.9); send summary to L. Leyden (.1); conferences with R. Klausner re labor due diligence (.2).	4.20
12/21/19	DEB	0019	Review correspondence from Akin team and advisors re labor and benefits diligence (.1); review labor documents re same (.6); review and analyze collective bargaining agreements (2.0).	2.70
12/21/19	AMA	0019	Emails with BRG and Akin team re additional diligence re retention payments.	0.30
12/22/19	DEB	0019	Review and exchange correspondence with labor team and Akin team re labor and benefits diligence (.1); review labor diligence summary from I. Forbes (.1); review labor documents re same (1.7); review L. Leyden comments re same (.1)	2.00
12/22/19	RK	0019	Review labor due diligence documents (.4); emails with L. Leyden, A. Adler, D. Busching, and I. Forbes re same (.2).	0.60
12/22/19	INF	0019	Draft diligence summary of labor and employment related documents (2.4); send summary to labor team (.1).	2.50
12/23/19	LHL	0019	Review labor diligence and summaries re same.	2.50
12/23/19	DEB	0019	Review labor diligence summary from I. Forbes (.6); compare labor documents re same (.7).	1.30
12/23/19	RK	0019	Conference with I. Forbes re labor due diligence (.5); review labor due diligence documents (1.3); review and revise I. Forbes labor due diligence summary (1.2); emails with L. Leyden, D. Busching, and I. Forbes re same (.1).	3.10
12/23/19	INF	0019	Draft diligence summary of labor and employment related documents (4.4); send summary to labor team (.1); confer with R. Klausner re same (.5).	5.00
12/23/19	ASF	0019	Review diligence re employee payments.	2.00
12/24/19	LHL	0019	Review labor diligence.	1.50
12/24/19	AMA	0019	Review A&M reports on proposed compensation programs and overview of restructuring compensation programs.	0.80
12/26/19	PCD	0019	Emails re KEIP/KERP (.1); review materials re same (.4).	0.50
12/30/19	LHL	0019	Conduct and review labor diligence.	4.00
12/31/19	INF	0019	Review labor and employment materials in data room in preparation for due diligence call with labor team, executive compensation team and BRG.	1.00
12/31/19	AMA	0019	Review emails re retention payments.	0.10
12/04/19	HAT	0020	Meeting with J. Tucker re case issues (.5); review materials re antitrust policy issues (.5).	1.00
12/04/19	JRT	0020	Confer with H. Terhune re organizational needs (.5); review materials re same (.2).	0.70
12/05/19	HAT	0020	Correspondence and review materials re policy proposals re mergers and acquisitions (.5); meeting with representative re policy and regulatory issues (1.0).	1.50
12/05/19	JRT	0020	Communications with representatives re merger regulatory issues (.3); research re Dean Foods political profile (1.5).	1.80
12/06/19	HAT	0020	Review and edit initial list of information to be assembled (1.4);	2.30

DEAN FOODS OFFICIAL COMMITTEE OF UNSECURED CREDITORS
Invoice Number: 1874237

Page 23
February 26, 2020

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
12/06/19	JRT	0020 correspondence and review materials re policy proposals re mergers (.9).	0.30
12/09/19	HAT	0020 Communications re company political profile facilities locations.	1.80
		Review file (.5) meet with staff re initial information gathering and diligence issues (.5); review/edit draft slides re committee meeting and correspondence with staff re same (.8).	
12/09/19	JRT	0020 Internal meeting re diligence (.5); draft slides for inclusion in Committee meeting (.9); internal communications re organizational matters (.5).	1.90
12/09/19	JFN	0020 Communications with PLP group re certain issues related to potential transactions and materials re same.	0.20
12/09/19	RCR	0020 Meet with J. Gilliland, J. Tucker and H. Terhune about policy and research strategy (.5); research background information on company including lobbying disclosure reports, Political Action Committee (PAC) reports, Congressional statements on Dean Foods, pension matters, and general dairy industry issues (.9).	1.20
12/09/19	JRG	0020 Review J. Tucker policy presentation and action plan (.7); email correspondence with J. Tucker concerning same (.2); research dairy sector brand relationships (.6).	1.50
12/10/19	HAT	0020 Review 10-K re key stakeholder and policy issues (.7); review background re labor and pension issues (.8).	1.50
12/10/19	JRT	0020 Revise policy slides for Committee call.	0.50
12/10/19	JFN	0020 Follow up with PLP on certain case issues (.1, .1); review powerpoint re same (.2) and internal emails re same (.1).	0.50
12/10/19	RCR	0020 Compile research on Dean Foods background information including lobbying disclosure reports, Political Action Committee (PAC) reports, Congressional statements and general dairy industry issues.	2.50
12/11/19	SGD	0020 Communications from/to J. Tucker re year-end legislation (.1); review materials in preparation for teleconference with L. Leyden (.5); discussions of ag impact with J. Gilliland (.2); teleconference with L. Leyden re regulatory issues (.5); preparation for and discussion of Central States issue (1.4).	2.70
12/11/19	JRT	0020 Emails re Farm Bureau (.2); call re pension legislation (.5); emails re outlook for legislation (.3); discuss strategy with J. Gilliland and H. Terhune (.2).	1.20
12/11/19	RCR	0020 Compile research on Dean Foods background information including lobbying disclosure reports, Political Action Committee (PAC) reports, Congressional statements, pension matters, and general dairy industry issues.	2.00
12/11/19	JRG	0020 Discuss government relations strategy with J. Tucker and H. Terhune (.2); telephone call with J. Tucker, H. Terhune, S. D'Arcy, and L. Leyden concerning legislative developments (.5); call with S. D'Arcy re AG impact (.2).	0.90
12/12/19	HAT	0020 Review materials re pending pension reform/support legislation.	1.00
12/12/19	SGD	0020 Discussion of labor issues/politics (1.0); discussion of intelligence with J. McMillen, J. Tucker (.2).	1.20
12/12/19	JBL	0020 Review data room to identify and summarize environmental documents (2.7); telephone conference with A. Oelz re the same (.2); email correspondence with W. Pelak re the same (.1).	3.00
12/12/19	RCR	0020 Compile research on Dean Foods background information including lobbying disclosure reports, Political Action Committee (PAC) reports, Congressional statements, labor matters, and general dairy industry issues.	1.50
12/13/19	HAT	0020 Review press re client and dairy industry issues and correspondence re same (.5); review materials re status of legislation (.5).	1.00
12/13/19	SGD	0020 Research re final omnibus bill (1.0).	1.20
12/16/19	HAT	0020 Review materials re status of legislation in Senate (.6); review press re Dean and related parties (.4).	1.00
12/16/19	SGD	0020 Review material on labor matters (1.0).	1.00

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>		<u>Hours</u>
12/16/19	JRT	0020	Review emails re article (.4); review emails re status of pension reform legislation (.5).	0.90
12/16/19	RCR	0020	Monitor media coverage of Dean Foods and dairy industry matters.	1.10
12/17/19	HAT	0020	Review press re transaction and key policy issues related thereto.	0.60
12/17/19	SGD	0020	Review provision re labor policy issues.	1.20
12/17/19	JRT	0020	Review press re industry and sale issues.	0.80
12/17/19	RCR	0020	Monitor media coverage of Dean Foods and dairy industry matters.	0.50
12/18/19	SGD	0020	Review analysis on impact of labor provisions (.2); communications from/to staff re labor issues (.8); review government remarks re same (.1).	1.10
12/19/19	JRT	0020	Emails re company representative in DC.	0.20
12/20/19	JRT	0020	Review media clips re industry issues.	0.80
12/20/19	RCR	0020	Monitor media coverage of Dean Foods and dairy industry matters.	1.20
12/23/19	HAT	0020	Review press and correspondence re dairy industry issues.	0.30
12/30/19	HAT	0020	Review press and statements by public officials re state regulatory and policy issues.	1.00
12/30/19	JRT	0020	Review industry report on milk market reform (.8); review GAO report on dairy sector (.7); research re agricultural economists (.5).	2.00
12/04/19	EDM	0023	Review and revise memo re de minimis sales (1.0); review underlying documents (1.7).	2.70
12/04/19	WCP	0023	Review debtor motion re approval of asset sales transactions and associated transaction agreements (3.7); draft summary of motion and provisions of transaction agreements (3.1).	6.80
12/05/19	EDM	0023	Draft memo re asset sales (3.9); review documents re same (2.2); coordinate due diligence (.9).	7.00
12/05/19	MAL	0023	Review and comment on asset sale summary.	0.80
12/05/19	IW	0023	Review and revise summary of and issues raised by non-core asset sales.	2.10
12/05/19	WCP	0023	Draft and review correspondence with internal team related to Proposed Asset Sales summary (.3); incorporate internal comments into summary (3.6).	3.90
12/06/19	MAL	0023	Review revised asset sale summary and emails re same.	0.80
12/06/19	JAT	0023	Review emails re transaction analysis (.4); revise same (.5); email M. Lahaie re same (.1).	1.00
12/08/19	PCC	0023	Review and email Miller Buckfire re de minimis asset sale procedures motion.	0.30
12/09/19	PCD	0023	Emails re sale process issues.	0.20
12/09/19	AA	0023	Email correspondence re asset sales (.7); review deal background documents (.8); review diligence materials (1.3).	2.80
12/10/19	JFN	0023	Review comments to de minimis sale procedures (.2); internal communications re same (.1, .1).	0.40
12/11/19	EDM	0023	Telephone call with Miller Buckfire re sale process (.4); revise diligence requests (.7).	1.10
12/11/19	JFN	0023	Emails with corporate re asset sales.	0.20
12/12/19	EDM	0023	Telephone call with Debtors A&M, BRG and MB re non-core asset sales diligence (.8); review same (.6).	1.40
12/12/19	JFN	0023	Review asset sale order and internal emails re same (.2); communications with the debtors re same (.1, .1).	0.40
12/12/19	IW	0023	Participate in conference call with the Company's advisors re questions on asset sales and related diligence questions.	0.80
12/13/19	EDM	0023	Review diligence and issues related to non core asset sales (.8); review diligence requests (.8).	1.60
12/13/19	JFN	0023	Internal emails re asset sale procedures order comments (.1, .1); follow up with corporate re diligence related to proposed non-core sale motion (.1, .1); follow up with MB re same (.1) and email with Debtors re same (.1).	0.60
12/13/19	IW	0023	Emails re non-core asset sales with internal Akin team.	0.50
12/14/19	JFN	0023	Communications related to diligence re non-core asset sales.	0.20

DEAN FOODS OFFICIAL COMMITTEE OF UNSECURED CREDITORS
Invoice Number: 1874237

Page 25
February 26, 2020

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>		<u>Hours</u>
12/15/19	MAL	0023	Review and comment on de minimis asset sale order and emails re same.	0.40
12/15/19	JAT	0023	Comment on order for de minimis asset sale procedures and emails re same.	0.90
12/16/19	JFN	0023	Communications re Bidding Procedures Motion (.4); review noncore asset sale order and communications re same (.2, .1); review and comment on sale order (.2); follow up communications re same (.3).	1.20
12/16/19	JAT	0023	Review de minimis asset sale order and emails re same (1.8); call with Davis Polk re same (.1).	1.90
12/17/19	JFN	0023	Communications with Debtors re non core asset sale order.	0.20
12/05/19	MAL	0024	Review diligence issues re real estate.	0.50
12/08/19	JAB	0024	Review and analysis of Dean Foods initial filing materials (1.4); analysis of materials relating to real property holdings (.6); coordinate with Akin team re various real estate work streams applicable to Dean Foods matter (.4); email correspondence with working group re same (.6).	3.00
12/08/19	AA	0024	Email correspondence and attorney conference re real estate review (.4); review deal background documents (.6); review real estate diligence materials (.5).	1.50
12/09/19	JAB	0024	Coordinate initial review of data site materials relating to real property (.5); conference with Akin real estate team re same (.5); overview of secured credit agreement and related materials (1.0); email correspondence with working group re real property perfection analysis (.6).	2.60
12/10/19	JAB	0024	Review of file materials relating to Rabobank secured loan facility (1.2); email correspondence with Akin working group re strategy for mortgage review and other real property work streams (.5); conference with S. Graves in review and analysis of Rabobank collateral (.8); emails with working group re estimates for completion of real property work streams (.4).	2.90
12/10/19	SJG	0024	Review and VDR real property and mortgage diligence materials (7.4); confer with J. Bain re same (.8); emails re same (.8).	9.00
12/10/19	AA	0024	Review diligence material (1.2); conference call with title company re title searches (.6).	1.80
12/10/19	WCP	0024	Draft and review correspondence with internal real estate team and opposing counsel related to diligence of credit agreement collateral and related lien searches.	0.40
12/11/19	JAB	0024	Review and analysis of parcel consolidations into single mortgages in connection with mortgage/diligence audit (1.6); conference with S. Graves in review and analysis of same (.3); audit of initial real property diligence requests against VDR contents (.3); email correspondence with Akin working group re same (.3).	2.50
12/11/19	SJG	0024	Review and VDR real property and mortgage diligence materials (7.6); confer with J. Bain re same (.3).	7.90
12/11/19	AA	0024	Review real estate diligence material (1.0); review real estate diligence request list (.3).	1.30
12/12/19	JAB	0024	Overview of mortgage files in connection with Rabobank collateral review (1.1); conference with S. Graves re collateral review work streams (.5); review of collateral review work product templates (.4); email correspondence with working group in coordination of collateral review kickoff (.5).	2.50
12/12/19	SJG	0024	Review and prepare mortgage diligence materials (4.4); confer with J. Bain re same (.5).	4.90
12/12/19	AA	0024	Review diligence material, including mortgages and title commitments.	1.70
12/13/19	JAB	0024	Kickoff of real property collateral review in connection with Rabobank secured credit agreement (1.2); emails with Akin real property review team in connection with same (.6); review credit agreement and relevant collateral consideration (.8); email correspondence with Akin restructuring working group re diligence and collateral review matters	3.00

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>		<u>Hours</u>
12/13/19	SJG	0024	(.4). Review and prepare mortgage diligence materials.	3.70
12/13/19	AA	0024	Review diligence including mortgages and title documents and commitments.	2.50
12/16/19	JAB	0024	Conference with R. Frank re mortgage perfection review process (.4); conference with A. Todd in analysis of perfection issues in connection with same (.3); review of potential mortgage review templates and prior file materials (1.4); email correspondence with Akin review team re same (.3).	2.40
12/17/19	JAB	0024	Conference with S. Graves re real property diligence matters (.3); conference with R. Frank re collateral review matters (.2).	0.50
12/17/19	SJG	0024	Review and prepare mortgage diligence materials (2.9); conference with J. Bain re same (.3).	3.20
12/19/19	JAB	0024	Coordinate real property collateral review kickoff matters and team instructions.	1.50
12/23/19	SJG	0024	Review and prepare mortgage diligence materials.	4.20
12/27/19	JAB	0024	Conference with S. Graves and A. Todd in review and preparation of review template for mortgage perfection analysis (1.0); review of various applicable state mortgage laws in connection with same (.8); overview of real property collateral scope in connection with same (.4).	2.20
12/27/19	SJG	0024	Draft and prepare review materials for mortgaged property review (1.8); meet with J. Bain and A. Todd re elements and form of review (1.0).	2.80
12/30/19	JAB	0024	Review, analysis and prepare revisions to real property perfection analysis template and sample summary (1.2); conference with A. Todd and S. Graves re same (.3).	1.50
12/30/19	SJG	0024	Draft and prepare review materials for mortgaged property review (9.0); confer with J. Bain and A. Todd re same (.3).	9.30
12/31/19	JAB	0024	Review of final mortgage perfection template and review instructions (.4); email correspondence with working group re same (.3); prepare draft revisions to same (.3).	1.00
12/04/19	MAL	0025	Travel back to SF following committee meeting (total travel time = 6.0 hrs).	3.00
12/08/19	JFN	0025	Travel to NY (total travel time = 3.0 hours).	1.50
12/08/19	JAT	0025	Travel from NYC to DC (total travel time = 4.0 hours).	2.00
12/09/19	JFN	0025	Travel from NY to DC (total travel time = 2.3 hours).	1.15
12/10/19	JAT	0025	Travel home from New York (total travel time = 4.0 hours).	2.00
12/18/19	PCD	0025	Travel from NY to Dallas for Committee meeting (total travel time = 5.3 hours).	2.65
12/18/19	MAL	0025	Travel from SF to Dallas (total travel time = 6.5 hours).	3.25
12/18/19	JAT	0025	Travel DC to Dallas (total travel time = 5.0 hours).	2.50
12/19/19	PCD	0025	Travel from Dallas to NY (total travel time = 5.9 hours).	2.95
12/19/19	MAL	0025	Travel from Dallas to Houston (total travel time = 3.5 hours).	1.75
12/19/19	MLB	0025	Travel to Dallas from Houston (total travel time = 3.0 hours).	1.50
12/19/19	JAT	0025	Travel Dallas to Houston (total travel time = 3.2 hours).	1.60
12/20/19	MAL	0025	Travel from Houston to NYC (total travel time = 4.8 hours).	2.40
12/20/19	MLB	0025	Travel to Houston from Dallas (total travel time = 3.0 hours).	1.50
12/20/19	JAT	0025	Travel from Houston to DC (total travel time = 7.5 hours).	3.75
12/05/19	AO	0027	Review correspondence from E. McGrady re restructuring process and business overview (.3); review environmental disclosures in Form 10-K annual report (.2); review and revise environmental due diligence requests (.8); draft correspondence to D. Quigley re same (.1).	1.40
12/06/19	AO	0027	Review first day affidavit (.8); review and revise environmental diligence requests list (.5); exchange correspondence with D. Quigley and W. Pelak re same (.2).	1.50
12/12/19	AO	0027	Review due diligence tracker re environmental issues (.2); exchange correspondence with J. Lyman re same (.2).	0.40
12/13/19	JBL	0027	Review data room documents concerning environmental conditions at	2.20

DEAN FOODS OFFICIAL COMMITTEE OF UNSECURED CREDITORS
Invoice Number: 1874237

Page 27
February 26, 2020

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>		<u>Hours</u>
		Lynn, MA facility and email correspondence with D. Quigley re the same.		
12/16/19	AO	0027	Telephone calls with D. Quigley and J. Lyman re environmental due diligence (.2); draft correspondence to J. Lyman re same (.1).	0.30
12/16/19	JBL	0027	Telephone conference with A. Oelz re environmental diligence memorandum.	0.10
12/18/19	JBL	0027	Review Company's 2018 10-K (.3); draft environmental diligence memorandum (1.1).	1.40
12/19/19	AO	0027	Review environmental due diligence materials in data room (1.6); telephone conference with D. Quigley and J. Lyman to discuss environmental due diligence (.2); draft correspondence to J. Lyman re contamination summary chart (.7).	2.50
12/19/19	JBL	0027	Continue to draft environmental diligence memorandum (1.8); telephone conferences with A. Oelz, D. Quigley re the same (.2).	2.00
12/20/19	AO	0027	Review environmental due diligence materials (.5); draft outline for due diligence findings (.9); draft correspondence to J. Lyman re same (.1).	1.50
12/20/19	JBL	0027	Review data room documents, First-Day Affidavit, and 2018 10-K for environmental information (1.0); draft environmental diligence memorandum (2.5); email correspondence with A. Oelz and D. Quigley re the same (.2).	3.70
12/23/19	JBL	0027	Review bonds summaries in data room and email correspondence with A. Oelz and D. Quigley re the same (.5); continue drafting environmental diligence memorandum (.4).	0.90
12/04/19	ALS	0028	Review background materials re corporate diligence process.	0.60
12/05/19	ALS	0028	Review public filings and related background materials re diligence process.	1.40
12/05/19	WCP	0028	Review publicly available filings and draft initial diligence request list (2.5); draft circulation for onboarding of subject matter legal specialists requesting review of initial diligence request list (.9).	3.40
12/06/19	EDM	0028	Revise corporate diligence memo (1.6); revise diligence request (.9).	2.50
12/06/19	MAL	0028	Coordinate dataroom access.	0.40
12/06/19	WCP	0028	Review and incorporate specialist comments into initial diligence requests list and draft follow up requests.	0.90
12/07/19	PCC	0028	Coordinate discussions with the Debtor and Committee advisors re data room logistics.	0.90
12/08/19	EDM	0028	Telephone call with working group re data room issues.	0.30
12/08/19	JFN	0028	Participate in call with Company re data room information (.3); follow up emails re same (.1).	0.40
12/08/19	MAL	0028	Call re dataroom contents (.3); review documents pulled from same (.6).	0.90
12/08/19	IW	0028	Participate in introductory call with Davis Polk and A&M to discuss and review datasite (.3); review introductory and overview material provided (.2).	0.50
12/08/19	PCC	0028	Call with Debtors re data room logistics (.3); email J. Newdeck re same (.1); email BRG re same (.1); email DPW re same (.2).	0.70
12/08/19	JAT	0028	Call re data room.	0.30
12/09/19	PCD	0028	Review of data room materials.	0.80
12/09/19	ALS	0028	Meet with internal team re diligence process (.2); review data room index (.2).	0.40
12/09/19	WCP	0028	Review correspondence re dataroom and general update on transaction status (.3); draft and review correspondence with real estate specialists related to title analysis (.4).	0.70
12/10/19	ALS	0028	Review corporate diligence materials (2.4); revise diligence request list re same (.4).	2.80
12/11/19	IW	0028	Discuss diligence matters on valuation and appraisals and related questions with Miller Buckfire team.	0.50
12/11/19	ALS	0028	Draft legal diligence request list tracker (3.7); meet with internal team re diligence process and specialist coordination (.4).	4.10

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>		<u>Hours</u>
12/11/19	WCP	0028	Draft diligence list to coordinate review of data room documents disclosed by company (.2); draft and review correspondence re questions re the diligence process (.2); draft and review correspondence with Davis Polk team related to real estate title searches (.2).	0.60
12/12/19	RT	0028	Work on diligence list for Debtors and management (.8); correspondence with litigation team re diligence list (.2); review background documents re Debtors in connection with diligence (.4).	1.40
12/12/19	ALS	0028	Draft legal diligence request list tracker.	0.80
12/12/19	WCP	0028	Review comments to diligence tracker and revise diligence request list (.9); participate in diligence call re real estate transactions (.4); draft list of follow-up diligence requests from company related to diligence call (.5).	1.80
12/13/19	ALS	0028	Revise legal diligence request list tracker.	2.10
12/13/19	WCP	0028	Review comments to diligence tracker related to initial diligence requests and revise diligence request (.3); draft and review correspondence with specialists in response to diligence related questions (.1).	0.40
12/13/19	SDL	0028	Cross reference debtor names with organization chart.	0.20
12/16/19	EDM	0028	Review and revise diligence request list.	1.70
12/16/19	RT	0028	Review data room documents in connection with diligence (.7); revise diligence tracker (.3); confer with corporate team re diligence tracker (.1).	1.10
12/16/19	ALS	0028	Revise legal diligence request list tracker.	0.40
12/16/19	WCP	0028	Draft and review correspondence re initial diligence request (.5); review of data room and update tracker to reflect receipt of documents (.6).	1.10
12/17/19	IW	0028	Revise preliminary diligence request.	0.40
12/19/19	IW	0028	Review and revise diligence and related questions, including real estate questions.	0.50
12/19/19	ALS	0028	Revise legal diligence request list tracker re data room uploads (1.9); review and summarize documents uploaded to data room re transactions (1.2).	3.10
12/19/19	WCP	0028	Review new additions to dataroom (.3); draft and review correspondence with corporate team re substantive review of newly disclosed documents (.2).	0.50
12/26/19	WCP	0028	Draft and review correspondence with internal real estate and credit teams in connection with collateral review and diligence status.	0.40
12/05/19	JFN	0029	Review cash management motion/order and consider comments to same (.5); internal emails re same (.2).	0.70
12/06/19	PCC	0029	Email M. Lahaie re cash management motion (.1); review same (.3); email J. Newdeck re same (.1).	0.50
12/07/19	PCC	0029	Email J. Thompson re cash management motion summary (.1); draft same (3.7); email J. Newdeck re same (.1).	3.90
12/08/19	JFN	0029	Review and comment on cash management motion and recommendation.	0.30
12/08/19	PCC	0029	Respond to J. Newdeck re cash management motion summary (.5); email J. Thompson re same (.1).	0.60
12/10/19	JFN	0029	Emails with BRG re cash management order.	0.20
12/11/19	JFN	0029	Review cash management order comments and internal emails re same.	0.20
12/16/19	JFN	0029	Internal emails re cash management order (.1); review cash management order and follow up with Debtors re same (.5).	0.60
12/17/19	JFN	0029	Follow up with Debtors re cash management order (.1, .1); follow up internally re same (.1, .1).	0.40
12/18/19	JFN	0029	Communications with BRG re cash management order (.2); revisions to same (.1, .1, .1) and internal communications (.1, .2, .1); call with debtors re same (.2, .1) and follow up with BRG and internally (.1, .1) and debtors (.1) re same.	1.50
12/05/19	JFN	0030	Review critical vendor motion/order and consider comments to same	0.40

DEAN FOODS OFFICIAL COMMITTEE OF UNSECURED CREDITORS
Invoice Number: 1874237

Page 29
February 26, 2020

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>		<u>Hours</u>
12/06/19	MRG	0030	(.3); internal emails re same (.1). Draft recommendations for critical vendor, customer program final orders.	2.00
12/09/19	MRG	0030	Review first day final orders related to critical vendors and draft recommendations.	0.50
12/17/19	PCD	0030	Emails re reporting protocol for critical vendors.	0.20
12/07/19	PCD	0031	Emails with BRG re business diligence.	0.20
12/07/19	JAT	0031	Call with J. Gilliland re surety motion.	0.20
12/07/19	JRG	0031	Review Motion of Debtors to secure post-petition extension of surety bonds and research Michigan state milk licensing statute (1.1); telephone call with J. Thompson concerning Motion of Debtors to secure post-petition extension of surety bonds (.2); follow up e-mail correspondences with J. Thompson concerning Motion of Debtors (.3).	1.60
12/08/19	PCD	0031	Review presentations on business plan status.	1.20
12/08/19	JRG	0031	Research state milk licensing and bonding statutes in Michigan, Pennsylvania, and New York (1.7); e-mail correspondence with J. Thompson concerning Motion of Debtors to secure post-petition extension of surety bonds (.1).	1.80
12/09/19	JRG	0031	Email correspondence with J. Thompson concerning Motion of Debtors to secure post-petition extension of surety bonds.	0.10
12/11/19	MAL	0031	Review emergency surety/CV motion and summary of same and emails re same.	1.70
12/11/19	JAT	0031	Summarize surety motion.	0.80
12/12/19	MAL	0031	Call re surety motion.	0.70
12/12/19	JAT	0031	Call re surety motion (.7); emails with BRG, MB re same (.4); discuss same with J. Newdeck (.1, .1).	1.30
12/12/19	JRG	0031	Review Debtor's Motion Seeking Authority to Pay Amounts Owed to Milk Vendors (.3); e-mail correspondence with J. Thompson with analysis of Debtor's Motion (.1).	0.40
12/13/19	MAL	0031	Call with advisors re surety motion (1.1); call with J. Thompson re same (.1).	1.20
12/13/19	JAT	0031	Revise surety summary and review emails with committee members re same (1.4); call with M. Lahaie re same (.1).	1.50
12/20/19	PCD	0031	Call with J. Stegenga re business operations and status issues (.3); emails with committee professionals re same (.1).	0.40
12/23/19	JFN	0031	Communications re Liberty Mutual Stipulation and follow up.	0.20
Total Hours				1528.70

TIMEKEEPER TIME SUMMARY:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
H B JACOBSON	12.50	at \$1120.00	= \$14,000.00
H A TERHUNE	15.80	at \$985.00	= \$15,563.00
S G D'ARCY	8.40	at \$1000.00	= \$8,400.00
J R TUCKER	12.80	at \$1020.00	= \$13,056.00
P C DUBLIN	65.90	at \$1475.00	= \$97,202.50
L H LEYDEN	45.50	at \$1200.00	= \$54,600.00
M A LAHAIE	150.20	at \$1250.00	= \$187,750.00
S L BRAUNER	20.40	at \$1125.00	= \$22,950.00
J A BAIN	25.60	at \$985.00	= \$25,216.00
M L BRIMMAGE JR.	25.80	at \$1425.00	= \$36,765.00
I WOOD	10.20	at \$1250.00	= \$12,750.00
L M LAWRENCE	7.10	at \$1020.00	= \$7,242.00
A M ADLER	21.50	at \$1040.00	= \$22,360.00
E D MCGRADY	28.50	at \$905.00	= \$25,792.50
A OELZ	7.60	at \$905.00	= \$6,878.00
J F NEWDECK	78.65	at \$1100.00	= \$86,515.00

DEAN FOODS OFFICIAL COMMITTEE OF UNSECURED CREDITORS
Invoice Number: 1874237

Page 30
February 26, 2020

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
R TIZRAVESH	6.80	at \$905.00	= \$6,154.00
D E BUSCHING	19.00	at \$980.00	= \$18,620.00
J A CINER	25.10	at \$1040.00	= \$26,104.00
J M CHATALIAN	22.50	at \$975.00	= \$21,937.50
R KIM	15.00	at \$940.00	= \$14,100.00
A AGAHZADEH	11.60	at \$775.00	= \$8,990.00
S DAVIDOV	6.50	at \$975.00	= \$6,337.50
D S PARK	12.20	at \$690.00	= \$8,418.00
R KLAUSNER	43.30	at \$770.00	= \$33,341.00
P C CHEN	146.80	at \$660.00	= \$96,888.00
J A THOMPSON	151.65	at \$760.00	= \$115,254.00
I N FORBES	45.10	at \$540.00	= \$24,354.00
A L STEED	15.70	at \$540.00	= \$8,478.00
M R GARDINER	117.70	at \$560.00	= \$65,912.00
W C PELAK	20.90	at \$770.00	= \$16,093.00
A S FAROVITCH	30.30	at \$690.00	= \$20,907.00
E PEEK	7.00	at \$510.00	= \$3,570.00
J LYMAN	13.30	at \$775.00	= \$10,307.50
S R ALEXANDER	43.30	at \$540.00	= \$23,382.00
S J GRAVES	45.00	at \$340.00	= \$15,300.00
R C ROBINSON	10.00	at \$240.00	= \$2,400.00
B R KEMP	55.30	at \$355.00	= \$19,631.50
D KRASA-BERSTELL	96.20	at \$395.00	= \$37,999.00
M R REICHERT	12.40	at \$250.00	= \$3,100.00
S D LEVY	12.10	at \$235.00	= \$2,843.50
J R GILLILAND	7.50	at \$750.00	= \$5,625.00

Current Fees	<hr/> \$1,253,086.50
--------------	----------------------

FOR COSTS ADVANCED AND EXPENSES INCURRED:

Computerized Legal Research - Lexis - in contract 30% discount	\$716.63
Computerized Legal Research - Westlaw - in contract 30% discount	\$1,117.07
Courier Service/Messenger Service- Off Site	\$38.70
Color Copy	\$864.00
Meals - Overtime	\$70.95
Meals - Business	\$192.44
Meals (100%)	\$545.85
Travel - Airfare	\$5,316.05
Travel - Ground Transportation	\$646.88
Travel - Lodging (Hotel, Apt, Other)	\$2,221.23
Travel - Parking	\$42.00
Travel - Telephone & Fax	\$67.90
Local Transportation - Overtime	\$934.16
Travel - Train Fare	\$817.00

Current Expenses	<hr/> \$13,590.86
------------------	-------------------

<u>Date</u>		<u>Value</u>
11/26/19	Travel - Airfare VENDOR: MEREDITH A. LAHAIE INVOICE#:	\$1,600.00

12/04/19	3849948202121707 DATE: 2/12/2020 Airfare, 11/26/19, Advanced airfare purchase for travel on Dec. 1 from SF to NYC and from NYC to SF on Dec. 4th Meals - Overtime VENDOR: THOMPSON, JULIE A. INVOICE#: 3858250812181901 DATE: 12/18/2019 All working late in office Meals, 12/04/19, Work late on client matters, Sweetgreen, Julie Thompson	\$10.95
12/05/19	Travel - Train Fare VENDOR: WELLS FARGO CC GHOST CARD INVOICE#: 732646 DATE: 12/5/2019 NAME: THOMPSON JULIE ANN TICKET #: 0010549253 DEPARTURE DATE: 12/08/2019 ROUTE: WAS NYP WAS	\$425.00
12/05/19	Travel - Train Fare VENDOR: WELLS FARGO CC GHOST CARD INVOICE#: 732976 DATE: 12/5/2019 NAME: NEWDECK JOANNA F TICKET #: 0010576272 DEPARTURE DATE: 12/08/2019 ROUTE: WAS NYP	\$182.00
12/05/19	Meals - Overtime VENDOR: JONATHAN A. CINER INVOICE#: 3887011201291807 DATE: 1/29/2020 All working late in office Meals, 12/05/19, Worked late re Dean Foods and had Dinner delivered to office from Eden Wok, Eden Wok, Jonathan Ciner	\$20.00
12/05/19	Local Transportation - Overtime VENDOR: JONATHAN A. CINER INVOICE#: 3887011201291807 DATE: 1/29/2020 Working Late in Office Taxi/Car/etc, 12/05/19, Worked late re Dean Foods and had took Uber car service home, Uber	\$89.25
12/06/19	Meals (100%) VENDOR: RESTAURANT ASSOCIATES INC INVOICE#: 2033800685 DATE: 12/12/2019 12/06/0019 food for in person, FA/IB pitches.	\$140.99
12/06/19	Local Transportation - Overtime VENDOR: PATRICK C. CHEN INVOICE#: 3854308212161803 DATE: 12/16/2019 Working Late in Office Taxi/Car/etc, 12/06/19, Late night/dearly morning taxi from office to home re late office work re Dean Foods, NYC Taxi	\$15.96
12/08/19	Meals - Business VENDOR: THOMPSON, JULIE A. INVOICE#: 3858250812181901 DATE: 12/18/2019 Dinner, 12/08/19, Travel to NY for client meeting, Chopt, Julie Thompson	\$12.85
12/08/19	Travel - Ground Transportation VENDOR: THOMPSON, JULIE A.	\$13.80

	INVOICE#: 3858250812181901 DATE: 12/18/2019 Taxi/Car Service/Public Transport, 12/08/19, Travel to NY for client meeting, NY Taxi	
12/08/19	Travel - Ground Transportation VENDOR: THOMPSON, JULIE A. INVOICE#: 3858250812181901 DATE: 12/18/2019 Taxi/Car Service/Public Transport, 12/08/19, Travel to NY for meeting with client, Uber	\$14.13
12/08/19	Meals - Business VENDOR: JOANNA F. NEWDECK INVOICE#: 3857465712262309 DATE: 12/26/2019 Dinner, 12/08/19, Travel to New York for client meeting, Starbucks, Joanna Newdeck	\$4.95
12/08/19	Travel - Ground Transportation VENDOR: JOANNA F. NEWDECK INVOICE#: 3857465712262309 DATE: 12/26/2019 Taxi/Car Service/Public Transport, 12/08/19, Travel to New York for client meeting, Uber	\$18.47
12/09/19	Travel - Lodging (Hotel, Apt, Other) VENDOR: THOMPSON, JULIE A. INVOICE#: 3858250812132202 DATE: 12/13/2019 Hotel - Lodging, 12/09/19, One night lodging (travel to NY for client meeting), The Lexington	\$350.23
12/09/19	Meals - Business VENDOR: THOMPSON, JULIE A. INVOICE#: 3858250812181901 DATE: 12/18/2019 Breakfast, 12/09/19, Travel to NY for client meeting, Starbucks, Julie Thompson	\$13.66
12/09/19	Meals - Business VENDOR: JOANNA F. NEWDECK INVOICE#: 3857465712262309 DATE: 12/26/2019 Dinner, 12/09/19, Travel to New York for client meeting, Zarres at Penn Station, Joanna Newdeck	\$20.25
12/09/19	Travel - Lodging (Hotel, Apt, Other) VENDOR: JOANNA F. NEWDECK INVOICE#: 3857465712262309 DATE: 12/26/2019 Hotel - Lodging, 12/09/19, One night lodging (travel to New York for client meeting), The Lexington Hotel	\$393.65
12/09/19	Travel - Train Fare VENDOR: WELLS FARGO CC GHOST CARD INVOICE#: 734256 DATE: 12/9/2019 NAME: NEWDECK JOANNA F TICKET #: 0010546527 DEPARTURE DATE: 12/09/2019 ROUTE: NYP WAS	\$210.00
12/10/19	Meals - Business VENDOR:	\$19.69

	THOMPSON, JULIE A. INVOICE#:	
	3858250812181901 DATE: 12/18/2019	
	Lunch, 12/10/19, Travel to NY for client	
	meeting, Chickpea, Julie Thompson	
12/10/19	Travel - Ground Transportation	\$13.01
	VENDOR: THOMPSON, JULIE A.	
	INVOICE#: 3858250812181901 DATE:	
	12/18/2019	
	Taxi/Car Service/Public Transport,	
	12/10/19, Travel to NY for client	
	meeting, Uber	
12/10/19	Meals - Business VENDOR:	\$8.71
	THOMPSON, JULIE A. INVOICE#:	
	3858250812190003 DATE: 12/19/2019	
	Breakfast, 12/10/19, Travel to NY for	
	client meeting, The Times Square	
	Edition, Julie Thompson	
12/11/19	Local Transportation - Overtime	\$81.46
	VENDOR: DAGMARA KRASA-	
	BERSTELL INVOICE#:	
	3853351312122309 DATE: 12/12/2019	
	Working Late in Office Taxi/Car/etc,	
	12/11/19, Dean Foods: Car home after	
	working overtime., Uber	
12/11/19	Meals (100%) VENDOR:	\$99.08
	RESTAURANT ASSOCIATES INC	
	INVOICE#: 2033800685 DATE:	
	12/12/2019	
	12/11/0019 Lunch for Committe meeting	
	and professional pre-meeting.	
12/11/19	Travel - Airfare VENDOR: PHILIP C.	\$550.00
	DUBLIN INVOICE#:	
	3876436012192006 DATE: 12/19/2019	
	Airfare, 12/11/19, Dec. 11 purchase of	
	Dec. 19 one-way return flight from	
	Dallas-Ft. Worth to LGA re Dean Foods	
	Meeting in Dallas.	
12/11/19	Travel - Airfare VENDOR: PHILIP C.	\$550.00
	DUBLIN INVOICE#:	
	3876436012192006 DATE: 12/19/2019	
	Airfare, 12/11/19, Dec. 11 purchase of	
	Dec. 18 one-way ticket from JFK to	
	Dallas Fort Worth re Dean Meeting	
12/11/19	Local Transportation - Overtime	\$76.72
	VENDOR: JONATHAN A. CINER	
	INVOICE#: 3887011201291807 DATE:	
	1/29/2020	
	Working Late in Office Taxi/Car/etc,	
	12/11/19, Worked late re Dean Foods and	
	took Uber car service to home, Uber	
12/12/19	Local Transportation - Overtime	\$16.56
	VENDOR: PATRICK C. CHEN	
	INVOICE#: 3854308212161803 DATE:	
	12/16/2019	
	Working Late in Office Taxi/Car/etc,	
	12/12/19, Late night/early morning taxi	
	from office to home re: late work in	
	office re Dean Foods, NYC Taxi	

12/12/19	Local Transportation - Overtime VENDOR: DAGMARA KRASA-BERSTELL INVOICE#: 3866223812190103 DATE: 12/19/2019 Working Late in Office Taxi/Car/etc, 12/12/19, Car home after working overtime., Uber	\$77.22
12/12/19	Local Transportation - Overtime VENDOR: MADISON R. GARDINER INVOICE#: 3861592612191501 DATE: 12/19/2019 Working Late in Office Taxi/Car/etc, 12/12/19, Late working taxi home., Uber	\$26.00
12/12/19	Travel - Ground Transportation VENDOR: SEAN G. D'ARCY INVOICE#: 3878076601152008 DATE: 1/15/2020 Taxi/Car Service/Public Transport, 12/12/19, Attendance at Neal Event., UVC INC Washington DC, UVC INC Washington DC	\$13.60
12/12/19	Travel - Ground Transportation VENDOR: SEAN G. D'ARCY INVOICE#: 3878076601152008 DATE: 1/15/2020 Taxi/Car Service/Public Transport, 12/12/19, Senator Brown event attendance., UVC Washington DC, UVC Washington DC	\$11.98
12/12/19	Meals - Overtime VENDOR: JONATHAN A. CINER INVOICE#: 3887011201291807 DATE: 1/29/2020 All working late in office Meals, 12/12/19, Worked late re Dean Foods and had Dinner delivered to the office from Eden Wok, Eden Wok, Jonathan Ciner	\$20.00
12/12/19	Local Transportation - Overtime VENDOR: JONATHAN A. CINER INVOICE#: 3887011201291807 DATE: 1/29/2020 Working Late in Office Taxi/Car/etc, 12/12/19, Worked late re Dean Foods and took Uber car service home, Uber	\$85.59
12/13/19	Computerized Legal Research - Lexis - in contract 30% discount Service: LEXIS ADVANCE; Employee: GARDINER MADISON; Charge Type: ACCESS CHARGE; Quantity: 1.0	\$70.92
12/13/19	Computerized Legal Research - Lexis - in contract 30% discount Service: US LAW REVIEWS AND JOURNALS; Employee: GARDINER MADISON; Charge Type: DOC ACCESS; Quantity: 1.0	\$37.97
12/14/19	Computerized Legal Research - Lexis - in contract 30% discount Service: LEXIS ADVANCE; Employee: CHEN	\$215.11

12/15/19	PATRICK; Charge Type: ACCESS CHARGE; Quantity: 3.0 Meals (100%) VENDOR: GRUBHUB HOLDINGS INC F/K/A SEA/DC upload INVOICE#: SL-184-6 DATE: 12/15/2019 Patrick Chen - Yama Ramen and Sushi Bar - 12/12/2019 - Overtime Meal	\$20.00
12/16/19	Computerized Legal Research - Lexis - in contract 30% discount Service: LEXIS ADVANCE; Employee: GARDINER MADISON; Charge Type: ACCESS CHARGE; Quantity: 1.0	\$71.06
12/16/19	Computerized Legal Research - Lexis - in contract 30% discount Service: LEXIS ADVANCE; Employee: GARDINER MADISON; Charge Type: ACCESS CHARGE; Quantity: 1.0	\$71.06
12/16/19	Computerized Legal Research - Lexis - in contract 30% discount Service: LITIGATION PROFILE SUITE; Employee: GARDINER MADISON; Charge Type: LITIGATION PROFILE SUITE; Quantity: 1.0	\$179.45
12/16/19	Computerized Legal Research - Lexis - in contract 30% discount Service: LEXIS ADVANCE; Employee: YEN DORIS; Charge Type: ACCESS CHARGE; Quantity: 1.0	\$71.06
12/16/19	Computerized Legal Research - Westlaw - in contract 30% discount User: KRASA-BERSTELL DAGMARA Date: 12/16/2019 AcctNumber: 1000193694 ConnectTime: 0.0	\$1,117.07
12/16/19	Travel - Airfare VENDOR: WELLS FARGO CC GHOST CARD INVOICE#: 738147 DATE: 12/16/2019 NAME: THOMPSON JULIE TICKET #: 2151281253 DEPARTURE DATE: 12/18/2019 ROUTE: DCA DAL HOU	\$600.00
12/16/19	Travel - Airfare VENDOR: WELLS FARGO CC GHOST CARD INVOICE#: 738161 DATE: 12/16/2019 NAME: THOMPSON JULIE TICKET #: 2151281266 DEPARTURE DATE: 12/20/2019 ROUTE: HOU BWI	\$599.98
12/16/19	Travel - Airfare VENDOR: WELLS FARGO CC GHOST CARD INVOICE#: 738598 DATE: 12/16/2019 NAME: MCGRADY ERICA D TICKET #: 7483805156 DEPARTURE DATE: 12/18/2019 ROUTE: DCA DFW DCA	\$872.11
12/16/19	Local Transportation - Overtime VENDOR: JONATHAN A. CINER INVOICE#: 3887011201291807 DATE: 1/29/2020 Working Late in Office Taxi/Car/etc, 12/16/19, Worked late re Dean Foods and	\$77.27

12/16/19	took Uber car service to home, Uber Local Transportation - Overtime VENDOR: SHARON DAVIDOV INVOICE#: 4027200302242303 DATE: 2/24/2020 Working Late in Office Taxi/Car/etc, 12/16/19, Taxi from office to home- worked late, Uber	\$95.20
12/17/19	Meals (100%) VENDOR: JASON'S DELI INVOICE#: 191217135030053 DATE: 12/17/2019 Breakfast and Snack for Dean Foods Deposition	\$265.78
12/17/19	Local Transportation - Overtime VENDOR: MADISON R. GARDINER INVOICE#: 3875948112302105 DATE: 12/30/2019 Working Late in Office Taxi/Car/etc, 12/17/19, Late working taxi home., Uber	\$10.42
12/17/19	Local Transportation - Overtime VENDOR: PATRICK C. CHEN INVOICE#: 3930364601212312 DATE: 1/21/2020 Working Late in Office Taxi/Car/etc, 12/17/19, Late night taxi from office to home after late night office work re Dean Foods, NYC Taxi	\$12.96
12/18/19	Travel - Ground Transportation VENDOR: PHILIP C. DUBLIN INVOICE#: 3882005412232105 DATE: 12/23/2019 Taxi/Car Service/Public Transport, 12/18/19, Uber Car Service from Dallas Airport to hotel re Dean Meeting in Dallas, Uber Car Service	\$100.14
12/18/19	Local Transportation - Overtime VENDOR: DAGMARA KRASA- BERSTELL INVOICE#: 3880672612241607 DATE: 12/24/2019 Working Late in Office Taxi/Car/etc, 12/18/19, Car home after working overtime., Uber	\$88.65
12/18/19	Travel - Ground Transportation VENDOR: THOMPSON, JULIE A. INVOICE#: 3910044201131701 DATE: 1/13/2020 Taxi/Car Service/Public Transport, 12/18/19, Travel to Dallas for client meeting, Uber	\$24.87
12/18/19	Travel - Ground Transportation VENDOR: THOMPSON, JULIE A. INVOICE#: 3910044201131701 DATE: 1/13/2020 Taxi/Car Service/Public Transport, 12/18/19, Travel to Dallas for client meeting, Uber	\$11.47
12/18/19	Meals - Business VENDOR: THOMPSON, JULIE A. INVOICE#:	\$14.53

	3910044201131701 DATE: 1/13/2020 Hotel - Meals - Other, 12/18/19, In-Room Snacks (travel to Dallas for client meeting), Hotel Crescent Court, Julie Thompson	
12/18/19	Meals - Business VENDOR: THOMPSON, JULIE A. INVOICE#: 3910044201131701 DATE: 1/13/2020 Lunch, 12/18/19, Travel to Dallas for client meeting, EHS Crescent, Julie Thompson	\$17.87
12/18/19	Meals - Overtime VENDOR: JONATHAN A. CINER INVOICE#: 3887011201291807 DATE: 1/29/2020 All working late in office Meals, 12/18/19, Worked late re Dean Foods and had Dinner delivered to the office from Pita Grill Kosher - Midtown East, Pita Grill Kosher - Midtown East, Jonathan Ciner	\$20.00
12/18/19	Local Transportation - Overtime VENDOR: JONATHAN A. CINER INVOICE#: 3887011201291807 DATE: 1/29/2020 Working Late in Office Taxi/Car/etc, 12/18/19, Worked late re Dean Foods and took Uber car service to home, Uber	\$90.17
12/18/19	Travel - Parking VENDOR: MARTY L. BRIMMAGE JR. INVOICE#: 3974127602032308 DATE: 2/3/2020 Parking, 12/18/19, parking re hearing, Valet Services	\$11.00
12/19/19	Travel - Lodging (Hotel, Apt, Other) VENDOR: PHILIP C. DUBLIN INVOICE#: 3876436012192006 DATE: 12/19/2019 Hotel - Lodging, 12/19/19, Lodging at Hotel Crescent Court in Dallas, TX re Dean Foods Meeting., Hotel Crescent Court	\$304.52
12/19/19	Meals - Business VENDOR: PHILIP C. DUBLIN INVOICE#: 3876436012192205 DATE: 12/19/2019 Hotel - Breakfast, 12/19/19, In-Room Dining at Hotel Crescent Court re Dean Foods meeting in Dallas., Hotel Crescent Court, Phil Dublin	\$25.00
12/19/19	Travel - Ground Transportation VENDOR: PHILIP C. DUBLIN INVOICE#: 3882005412232105 DATE: 12/23/2019 Taxi/Car Service/Public Transport, 12/19/19, Uber Car Service to Dean meeting in Dallas, TX, Uber Car Service	\$88.01
12/19/19	Local Transportation - Overtime VENDOR: DAGMARA KRASA- BERSTELL INVOICE#: 3880687412241804 DATE: 12/24/2019	\$90.73

12/19/19	Working Late in Office Taxi/Car/etc, 12/19/19, Car home after working overtime., Uber Color Copy REQUESTOR: J THOMPSON; DESCRIPTION: COLOR COPIES; QUANTITY: 864; DATE ORDERED: 12/19/19	\$864.00
12/19/19	Travel - Lodging (Hotel, Apt, Other) VENDOR: THOMPSON, JULIE A. INVOICE#: 3910044201131701 DATE: 1/13/2020 Hotel - Lodging, 12/19/19, One night lodging, Hotel Crescent Court	\$304.52
12/19/19	Travel - Ground Transportation VENDOR: THOMPSON, JULIE A. INVOICE#: 3910044201131701 DATE: 1/13/2020 Taxi/Car Service/Public Transport, 12/19/19, Travel to Dallas for client meeting, Uber	\$33.59
12/19/19	Travel - Ground Transportation VENDOR: THOMPSON, JULIE A. INVOICE#: 3910044201131701 DATE: 1/13/2020 Taxi/Car Service/Public Transport, 12/19/19, Travel to Dallas for client meeting, Uber	\$16.02
12/19/19	Travel - Ground Transportation VENDOR: THOMPSON, JULIE A. INVOICE#: 3910044201131701 DATE: 1/13/2020 Taxi/Car Service/Public Transport, 12/19/19, Travel to Houston for court hearing, Uber	\$41.56
12/19/19	Travel - Ground Transportation VENDOR: PHILIP C. DUBLIN INVOICE#: 3910820501132201 DATE: 1/13/2020 Taxi/Car Service/Public Transport, 12/19/19, Uber from LGA Airport to home after travel back from Dean meetings in Dallas., Uber	\$118.66
12/19/19	Travel - Airfare VENDOR: MARTY L. BRIMMAGE JR. INVOICE#: 3974127602032308 DATE: 2/3/2020 Airfare, 12/19/19, Dallas to Houston airfare re hearing	\$271.98
12/19/19	Travel - Telephone & Fax VENDOR: MARTY L. BRIMMAGE JR. INVOICE#: 3974127602032308 DATE: 2/3/2020 Travel - WiFi, 12/19/19, Southwest wifi re hearing, Southwest	\$8.00
12/19/19	Meals - Business VENDOR: MARTY L. BRIMMAGE JR. INVOICE#: 3974127602051507 DATE: 2/5/2020 Dinner, 12/19/19, meal re hearing, Hudson News, Marty Brimmage Jr.	\$10.73

DEAN FOODS OFFICIAL COMMITTEE OF UNSECURED CREDITORS
 Invoice Number: 1874237

Page 39
 February 26, 2020

12/20/19	Meals - Business VENDOR: THOMPSON, JULIE A. INVOICE#: 3910044201131701 DATE: 1/13/2020 Breakfast, 12/20/19, Travel to Houston for court hearing, Bouchee, Julie Thompson	\$10.83
12/20/19	Meals - Business VENDOR: THOMPSON, JULIE A. INVOICE#: 3910044201131701 DATE: 1/13/2020 Lunch, 12/20/19, Travel to Houston for court hearing, Subway, Julie Thompson	\$8.37
12/20/19	Travel - Lodging (Hotel, Apt, Other) VENDOR: THOMPSON, JULIE A. INVOICE#: 3910044201131701 DATE: 1/13/2020 Hotel - Lodging, 12/20/19, One night lodging (travel to Houston for court hearing), The Post Oak Hotel	\$501.93
12/20/19	Travel - Ground Transportation VENDOR: THOMPSON, JULIE A. INVOICE#: 3910044201131701 DATE: 1/13/2020 Taxi/Car Service/Public Transport, 12/20/19, Travel to Houston for court hearing, Uber	\$48.24
12/20/19	Travel - Ground Transportation VENDOR: THOMPSON, JULIE A. INVOICE#: 3910044201131701 DATE: 1/13/2020 Taxi/Car Service/Public Transport, 12/20/19, Travel to Houston for court hearing, Uber	\$60.65
12/20/19	Travel - Ground Transportation VENDOR: THOMPSON, JULIE A. INVOICE#: 3910044201131701 DATE: 1/13/2020 Taxi/Car Service/Public Transport, 12/20/19, Travel to Houston for court hearing, Uber	\$18.68
12/20/19	Travel - Airfare VENDOR: MARTY L. BRIMMAGE JR. INVOICE#: 3974127602032308 DATE: 2/3/2020 Airfare, 12/20/19, Houston to Dallas airfare re hearing	\$271.98
12/20/19	Travel - Parking VENDOR: MARTY L. BRIMMAGE JR. INVOICE#: 3974127602032308 DATE: 2/3/2020 Parking, 12/20/19, airport parking re hearing, Dallas Love Field	\$31.00
12/20/19	Meals - Business VENDOR: MARTY L. BRIMMAGE JR. INVOICE#: 3974127602051507 DATE: 2/5/2020 Hotel - Breakfast, 12/20/19, hotel meal at JW Marriott Houston re hearing, JW Marriott, Marty Brimmage Jr.	\$25.00
12/20/19	Travel - Lodging (Hotel, Apt, Other) VENDOR: MARTY L. BRIMMAGE JR. INVOICE#: 3974127602051507 DATE:	\$366.38

	2/5/2020	
	Hotel - Lodging, 12/20/19, one night hotel lodging at JW Marriott Houston re hearing, JW Marriott	
12/21/19	Travel - Telephone & Fax VENDOR: THOMPSON, JULIE A. INVOICE#: 3910044201081604 DATE: 1/8/2020 Travel - WiFi, 12/21/19, Wi-Fi Internet service while working on client matters (Web Surfing), AeroMexico	\$19.95
12/21/19	Travel - Telephone & Fax VENDOR: THOMPSON, JULIE A. INVOICE#: 3910044201081604 DATE: 1/8/2020 Travel - WiFi, 12/21/19, Wi-Fi Internet service while working on client matters (Full flight unlimited), Aeromexico	\$39.95
12/22/19	Meals (100%) VENDOR: GRUBHUB HOLDINGS INC F/K/A SEA/DC upload INVOICE#: SL-184-7 DATE: 12/22/2019 Madison Gardiner - Yuri Sushi - 12/17/2019 - Overtime Meal	\$20.00
12/25/19	Courier Service/Messenger Service- Off Site VENDOR: MACH 5 COURIERS, INC INVOICE#: 52298 DATE: 12/25/2019 Courier Services	\$38.70
	Current Expenses	\$13,590.86
	Total Amount of This Invoice	\$1,266,677.36

EXPENSE REPORT

OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
OF SOUTHERN FOODS GROUP, LLC, ET AL., DEBTORS

For the Month of December 2019

NAME: Alison Kowalski

COMPANY: The Bank of New York Mellon Trust

DATE	PARKING	AIRFARE	TAXIS	LODGING	MEALS	MISC.	DESCRIPTION OF EXPENSE DETAIL ¹
12/18/19- 12/19/19 Alison Kowalski		\$848.39	\$116.42	\$304.52			Travel to Dallas for meeting with Company.
TOTALS²		\$848.39	\$116.42	\$304.52			

TOTAL: \$1,269.33

PLEASE MAKE CHECK PAYABLE TO: The Bank of New York Mellon

PLEASE SEND CHECK TO: Alison Kowalski, 240 Greenwich Street, 7th Floor, New York, NY 10286

¹ With respect to: (i) any travel expenses, please include destination and purpose of the trip; and (ii) miscellaneous, please include a general description of the miscellaneous expense. To the extent any expenses are for individual counsel expenses please identify as such.

² Please attach all receipts.

EXPENSE REPORT

OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
OF SOUTHERN FOODS GROUP, LLC, ET AL., DEBTORS

For the Month of December 2019

NAME: Thomas Pitta

COMPANY: Emmet, Marvin and Martin LLP

DATE	PARKING	AIRFARE	TAXIS	LODGING	MEALS	MISC.	DESCRIPTION OF EXPENSE DETAIL ¹
12/18/19- 12/19/19 Thomas Pitta		\$1,094.60	\$192.88	\$303.72			Travel to Dallas for meeting with Company.
TOTALS²		\$1,094.60	\$192.88	\$303.72			

TOTAL: \$1,591.20

PLEASE MAKE CHECK PAYABLE TO: Emmet, Marvin and Martin LLP

PLEASE SEND CHECK TO: Thomas Pitta, 120 Broadway 32nd Floor, New York, NY 10271

¹ With respect to: (i) any travel expenses, please include destination and purpose of the trip; and (ii) miscellaneous, please include a general description of the miscellaneous expense. To the extent any expenses are for individual counsel expenses please identify as such.

² Please attach all receipts.

EXPENSE REPORT

OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
OF SOUTHERN FOODS GROUP, LLC, ET AL., DEBTORS

For the Month of December 2019

NAME: Ray Gutierrez

COMPANY: California Dairies, Inc.

DATE	PARKING	AIRFARE	TAXIS	LODGING	MEALS	MISC.	DESCRIPTION OF EXPENSE DETAIL ¹
12/1/19		\$819.68					Dean Creditor Committee Meeting – Law Firm Pitches – Travel associated expenses, New York NY
12/2/19			\$80.85		\$47.44		Dean Creditor Committee Meeting – Law Firm Pitches – Travel associated expenses, New York NY
12/3/2019			\$45.38		\$16.70		Dean Creditor Committee Meeting – IB/FA Pitches – Travel associated expenses, New York NY
12/5/2019			\$32.62	\$1461.18 (for 12/1/19- 12/5/19)	\$41.72		Dean Creditor Committee Meeting – IB/FA Pitches – Travel associated expenses, New York NY
12/18/2019- 12/20/2019		\$669.98	\$140.67	\$330.76	\$5.73		Dean Creditor Committee and Management Meeting – Law Firm Pitches – Travel associated expenses, Dallas TX
TOTALS²		\$1489.66	\$299.52	\$1791.94	\$111.59		

TOTAL: **PLEASE MAKE CHECK PAYABLE TO: Challenge Dairy Products, Inc.**
\$3692.71 **PLEASE SEND CHECK TO: Challenge Dairy Products, Inc., P.O. Box 2369, Dublin, CA 94568**

¹ With respect to: (i) any travel expenses, please include destination and purpose of the trip; and (ii) miscellaneous, please include a general description of the miscellaneous expense. To the extent any expenses are for individual counsel expenses please identify as such.

² Please attach all receipts.

**EXPENSE REPORT
OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
OF SOUTHERN FOODS GROUP, LLC, ET AL., DEBTORS**

For the Month of December 2019

NAME: Brad R. Berliner, Andrew Herink and Andrew Sprau

COMPANY: Central States, SE and SW Areas Pension Fund

DATE	PARKING	AIRFARE	TAXIS	LODGING	MEALS	MISC.	DESCRIPTION OF EXPENSE DETAIL¹
12/3/19 to 12/4/19 Brad Berliner		528.60	126.25	440.95	83.75	3.00*	Travel to New York for Creditors Committee formation meeting and selection of legal and financial advisors. *Tip
12/18/19 to 12/19/19 Brad Berliner		627.60	87.93	247.85	12.97	5.00*	Travel to Dallas for meeting with creditors committee, counsel and company. *Tips
12/3/19 to 12/4/19 Andrew Herink		493.60	79.39	440.95	17.00		Travel to New York for Creditors Committee formation meeting and selection of legal and financial advisors.
12/18/19 to 12/19/19 Andrew Sprau		627.60		247.85	8.95		Travel to Dallas for meeting with creditors committee, counsel and company.
TOTALS²		\$2,277.40	\$293.57	\$1,377.60	\$122.67	\$8.00	

TOTAL: \$4,079.24

PLEASE MAKE CHECK PAYABLE TO: Central States, SE & SW Areas Pension Fund

**PLEASE SEND CHECK TO: Brad R. Berliner, Deputy General Counsel
Central States, SE & SW Areas Pension Fund
8647 W. Higgins Rd.
Chicago, IL 60631**

¹ With respect to: (i) any travel expenses, please include destination and purpose of the trip; and (ii) miscellaneous, please include a general description of the miscellaneous expense. To the extent any expenses are for individual counsel expenses please identify as such.

² Please attach all receipts.

EXPENSE REPORT

OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
OF SOUTHERN FOODS GROUP, LLC, ET AL., DEBTORS

For the Month of December 2019

NAME: Bill Pieper

COMPANY: Land O'Lakes, Inc.

DATE	PARKING	AIRFARE	TAXIS	LODGING	MEALS	MISC.	DESCRIPTION OF EXPENSE DETAIL ¹
12/18/19	29.00	615.04	8.06	94.37	9.98		Committee & Management Meeting - Travel associated expenses, Dallas TX
12/3/2019	26.00	881.08	49.07		21.06		Deans Creditor Committee Meeting/Investment Banker/Financial Advisor Pitches – Travel associated expenses, New York NY
TOTALS²	55.00	1496.12	57.13	94.37	31.04		

TOTAL:

PLEASE MAKE CHECK PAYABLE TO: Land O'Lakes, Inc.

1733.66

PLEASE SEND CHECK TO: Land O'Lakes, Inc., Attn: Mary Jo Lewis, PO Box 64101, MS 2000, St Paul MN 55164

¹ With respect to: (i) any travel expenses, please include destination and purpose of the trip; and (ii) miscellaneous, please include a general description of the miscellaneous expense. To the extent any expenses are for individual counsel expenses please identify as such.

² Please attach all receipts.